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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. MAKUART U.S.A. CORP. (Corporation Name) (Document #)
- 2. (Corporation Name) (Document #)
- 3. (Corporation Name) (Document #)
- 4. (Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. GOULLETTE APR 11 2001

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAKUART U.S.A. CORP.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLES III CAPITAL STOCK BEING AMENDED

- 1.- 60 SHARES OF COMMON STOCK WITHOUT NOMINAL OR PAR VALUE, TO BE DELETED.
- 2.- 100 SHARES OF COMMON STOCK WITHOUT NOMINAL OR PAR VALUE, TO BE ADDED.

ARTICLE IX BEING AMENDED

- 1.- RAFAEL McCAUSLAND, 14 SHARES TO BE ADDED.
- 2.- MARIO ACUNA, 13 SHARES TO BE ADDED.
- 3.- JOSE IGNACIO TRUJILLO, 13 SHARES TO BE ADDED.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 4-10-2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

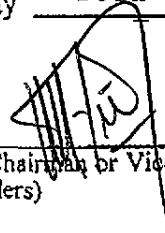
The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 10TH of APRIL, 19 2001

Signature  _____
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MARIO ACUNA

Typed or printed name

SECRETARY

Title