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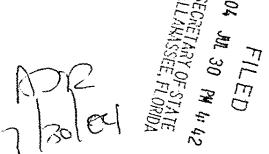


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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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# ARTICLES OF AMENDMEN94 JUL 30 PM 4: 42

TO

SECRETARY OF STATE TALLAHASSEE, FLORIDA

### ARTICLES OF INCORPORATION

OF

### USA PHARMACY CORP.

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

FIRST: Amendment(s) adopted: Amendment #1 - The new President, Vice-President, Secretary and Treasurer of the Corporation is Manuel Ugalde, 4037 SW 96<sup>th</sup> Avenue, Miami, Florida 33165; Amendment #2 - The sole director of the Corporation shall be Manuel Ugalde, 4037 SW 96<sup>th</sup> Avenue, Miami, Florida 33165; Amendment #3 - The new registered agent for the Corporation shall be Manuel Ugalde, 4037 SW 96<sup>th</sup> Avenue, Miami, Florida 33165.

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: July 29, 2004.

FOURTH: The amendments were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Signed this 29th day of July, 2004.

, **\*\*** \* \* \*

## USA Pharmacy Corp.

By:	Sand Varle	
	Manuel I galde	

I hereby accept the obligations and responsibility of being the registered agent for USA Pharmacy Corp.

Manuel Ugalde