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TALLAHASSEE, FLORIDA

Amend.

**LATINOS' USA ENTERPRISES CORPORATION
9056 N MILITARY TRAIL, SUITE E-F
PALM BEACH GARDENS, FL., 33410**

October 14th, 2004

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, Fl., 32314

Gentlemen:

We are enclosing the Form for Amendment to Articles of Incorporation together with a check for \$43.75 to cover the fees and a certification for the change of Directors as shown in the amendment form.

Will your please take a note record the changes and mail the certification

To our address in Palm Beach Gardens.

Sincerely,



Rigoberto Arevalo
President

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LATINO'S USA, ENTERPRISE CORPORATION

PO3000082732
(Document Number of Corporation)

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

FIRST: Amendment adopted: Article VIII - Officers

TO APPOINT MRS. GLORIA AREVALO AS PRESIDENT AND MONICA AREVALO AS VICE-PRESIDENT AND TO ACCEPT THE RESIGNATION OF RIGOBERTO AREVALO AS PRESIDENT AND VICEPRESIDENT.

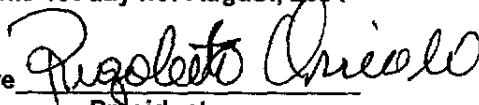
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not containrd in the amendment itself, are as follows:

THIRD: The date of each amendmnet's adoption: 1st. of August 2004

FOURTH: The amendment was adopted by the board of directors without shareholders action and shareholder action was not required.

Signed this 1st day nof August, 2004

Signature



President

Rigoberto Arevalo