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To: Division of Corporations
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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

ESTILOS Y FORMAS - USA, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ESTILOS Y FORMAS - USA, INC.

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

FIRST: Amendment adopted: Article II has been modified as follows:

ARTICLE II MAILING ADDRESS, AND PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation shall be:

Estilos y Formas - USA, Inc.
c/o Cesar Pajares
4405 NW 73rd Ave., Suite 718-18731
Miami, FL 33166

SECOND: Amendment adopted: Article VI has been modified as follows:

ARTICLE V - DESIGNATED OFFICER(S)

The Officer(s) of the corporation is (are):

Cesar Francisco Pajares Garces: President and Treasurer.
4405 NW 73rd Ave., Suite 718-18731
Miami, FL 33166

Jose Luis Gonzales Rebaza: Vice-President.
c/o Cesar F. Pajares
4405 NW 73rd Ave., Suite 718-18731
Miami, FL 33166

Stana Nefferi Pajares Correa: Treasurer.
c/o Cesar F. Pajares
4405 NW 73rd Ave., Suite 718-18731
Miami, FL 33166

Stana A. Correa de Pajares: Secretary.
c/o Cesar F. Pajares
4405 NW 73rd Ave., Suite 718-18731
Miami, FL 33166

At any time, any designated officers represent the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

THIRD: Amendment adopted: Article VIII has been modified as follows:

ARTICLE VII - INCORPORATOR

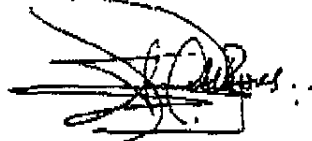
The incorporator(s) is (are):

Stana Azucena Correa de Pajares, Incorporator.
c/o Cesar F. Pajares
4405 NW 73rd Ave., Suite 718-18731
Miami, FL 33166

FOURTH: The date of each amendment's adoption is September 25, 2003.

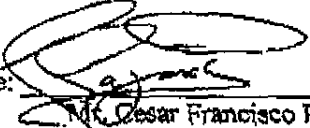
FIFTH: Adoption of Amendments was approved by 100% of shareholders.

Signed this 25th of September, 2003.

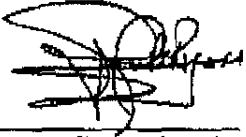


Signature: _____

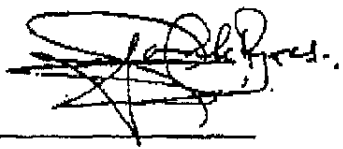
Mrs. Stana A. Correa de Pajares
Agent of Serigrafia Tecnica SCRL., a Peruvian Corporation
Stockholder (51%)
Los Diamantes 568
Balconcillo, La Victoria, PERU.

Signature: 

Mr. Cesar Francisco Pajares Garces
Stockholder (25%)
4405 NW 73rd Ave., Suite 718-18731
Miami, FL 33166

Signature: 

Mrs. Stana Azucena Correa de Pajares
Stockholder (24%)
c/o Cesar F. Pajares
4405 NW 73rd Ave., Suite 718-18731
Miami, FL 33166

Signature: 

Mrs. Stana Azucena Correa de Pajares
Incorporator
c/o Cesar F. Pajares
4405 NW 73rd Ave., Suite 718-18731
Miami, FL 33166