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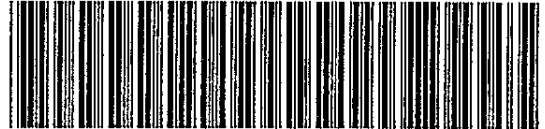
(Business Entity Name)

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Amend

T BROWN JAN 28 2005

LAW OFFICES
CEASAR MESTRE, JR.

Suite 220
Royal Palm Plaza
7600 West 20th Avenue
Hialeah, Florida 33016

Cesar Mestre, Jr.

Telephone: 305-821-5450
Telecopier: 305-821-4124

January 21, 2005

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

Dear Sir/Madam:

Enclosed please find the Certificate of Amendment of Articles of Incorporation of Lancaster USA, Inc. and our check in the amount of \$35.00, payable to Department of State, which represents the filing fees. Please use the enclosed prepared envelope to return the acknowledgment copy.

Should you have any questions, please contact my office.

Very truly yours,

Cesar Mestre Jr. / a.g.
CEASAR MESTRE, JR., ESQ.

CMJ/lg

Enclosures

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
LANCASTER USA, INC.

We the undersigned President and Secretary, respectively, of LANCASTER USA, INC., a corporation organized under the laws of the State of Florida and located in the City of Miami, Florida, hereby certify:

1. The name of the corporation is LANCASTER USA, INC.

2. Article IX of the Articles of Incorporation of LANCASTER USA, INC., is hereby amended to read:

The name and addresses of the members of the Board of Directors who shall serve as members thereof, are as follows:

NAME	OFFICE	ADDRESS
ELIO CERVERA	President	1083 S.W. 137 Place, Miami, Florida 33184
ROBERTO ARABI	Vice President	1083 S.W. 137 Place, Miami, Florida 33184
GRISELL CERVERA	Secretary/Treasurer	1083 S.W. 137 Place, Miami, Florida 33184

3. Article X of the Articles of Incorporation of LANCASTER USA, INC., is hereby amended to read:

Distribution to Incorporators is as follows:

NAME	SHARES	VALUE
ELIO CERVERA	125	\$125.00
ROBERTO ARABI	250	\$250.00
GRISELL CERVERA	125	\$125.00

4. The foregoing Amendment was adopted by the Directors and by the Shareholders unanimously on the 20th day of January 2005.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed this Certificate of Amendment of Articles of Incorporation, this 20th day of January, 2005.

LANCASTER USA, INC.


ELIO CERVERA, President

(Seal)


GRISELL CERVERA, Secretary

(Seal)

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ELIO CERVERA, known to me and known by me to be the person who executed the foregoing Certificate of Amendment of Articles of Incorporation, and he acknowledged before me that he executed said Certificate of Amendment of Articles of Incorporation, this 20th day of January, 2005.

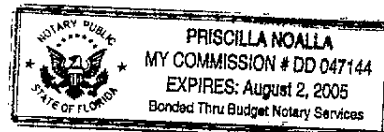
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of January, 2005.

Priscilla Noalla
NOTARY PUBLIC

STATE OF FLORIDA)

) SS:

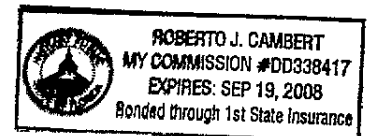
COUNTY OF MIAMI-DADE)



BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GRISSELL CERVERA, known to me and known by me to be the person who executed the foregoing Certificate of Amendment of Articles of Incorporation, and he acknowledged before me that he executed said Certificate of Amendment of Articles of Incorporation, this 20 day of January, 2005.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of January, 2005.

Robert J. Gambert
NOTARY PUBLIC



D/L # C616280588650