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BASIC AMENDMENT

ACURERO GROUP, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACURERO GROUP, 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: Amendments adopted:

Article VII is hereby amended to read as follows: The names and addresses of the initial directors of the corporation are as follows: Angela Maria Acurero Sanchez, Miguel Angel Acurero Sanchez, 2100 Ponce de Leon Blvd, Suite 600, Coral Gables, FL 33134.

Article VIII is hereby amended to read as follows: The names and addresses of the initial officers of the corporation are as follows:

Angela Maria Acurero Sanchez	Miguel Angel Acurero Sanchez
President & Secretary	Vice-President & Treasurer
2100 Ponce de Leon Blvd.	2100 Ponce de Leon Blvd.
Suite 600	Suite 600
Coral Gables, FL 33134	Coral Gables, FL 33134

SECOND: The date of the amendment's adoption was November 8th, 2004.

THIRD: Adoption of Amendment:

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

Signed this 8th day of November, 2004.


ANGELA MARIA SANCHEZ
PRESIDENT

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