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BASIC AMENDMENT

ITALPEN, INC.

Certificate of Status	0
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Page Count	05
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ITALPEN, INC.

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

FIRST: Amendment adopted: Exchange  
Article I  
Article VII  
Article VIII

Article I NAME  
TRANSINVERSIONES U.S.A., INC.

Article VII	DIRECTORS		
	NAME	ADDRESS	
	Hector M. Acosta Uribe	8298 N.W. 68 ST	
	President	Miami, FL 33166	
	Leticia Carvajal Guingue	8298 N.W. 68 ST	
	Vice-President	Miami, FL 33166	
	Juan Carlos Carvajal	8298 N.W. 68 ST	
	Secretary-Treasurer	Miami, FL 33166	

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Article VIII SUBSCRIBERS

This name and street addresses and the number or shares of stock subscriber to by each person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Juan Carlos Carvajal	8298 N.W. 68 ST Miami, FL 33166	75%
Leticia Carvajal	8298 N.W. 68 ST Miami, FL 33166	25%

PREPARED BY:  
ERNESTO HUERTAS, ACCOUNTANT  
E & V GREAT PROFESSIONAL, INC  
5545 S.W. 8 ST Suite 107  
MIAMI, FL 33134  
TEL: (305) 265-1566

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**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 February 14, 2000.

**FOURTH:** Adoption of Amendment

The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.

The amendment was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment:

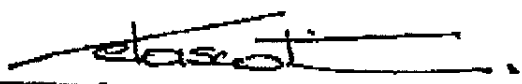
"The number of votes cast for the amendment was/were sufficient for approval by Alvaro Velasco, Hernan Posadaz and Eduardo Lince.

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

The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14 day of February, 2000.

Signature



Alvaro Velasco  
President - Treasurer

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