

AUG-03-2004 02:53 PM ARES

305 229 8252

P.01

Division of Corporations

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Account Name : ARES & COMPANY, C.P.A., P.A.
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BASIC AMENDMENT

LEVEL IMPORT & EXPORT CORP.

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Amend
8/3/04

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**ARTICLES OF AMENDMENT
OF
LEVEL IMPORT & EXPORT CORP.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 AUG -3 PM 4: 22

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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: ARTICLE NO. VI

The Board of Directors of the Corporation shall be composed by two (2) persons, whose names and addresses are:

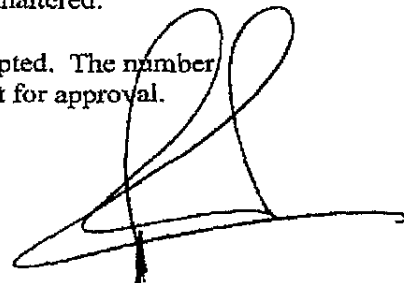
RODRIGO PERALES - PRESIDENT - 100% SHAREHOLDER
8827 SW 123RD CT. # 207
MIAMI, FL. 33186

JAVIER PAVON - VICEPRESIDENT - NO SHARES
8827 SW 123RD CT. # 207
MIAMI, FL. 33186

SECOND: The date of this amendment adoption shall be August 3rd, 2004.
Resting Articles of Incorporation will remain unaltered.

FIFTH: The shareholders approved the amendment adopted. The number of votes cast for this amendment were sufficient for approval.

Signed this 3rd day of August, 2004



RODRIGO PERALES
PRESIDENT

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