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BASIC AMENDMENT

ASA USA, CORP.

Certificate of Status	0
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Amendment

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05/25/01

DC

**FIRST. CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ASA USA, CORP.**

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All the stockholders of ASA USA, CORP. a Florida Corporation under its corporate seal and the hand of its President, CLAUDIO ARENAS, hereby certify as follows:

CLAUSE I

That all the Shareholders of ASA USA, CORP. in response to a call and notice of meeting, held on May 24, 2001, located at 12950 sw 128 Street # 6 Miami, Fl. 33186 the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles VII and VIII of the Articles of Incorporation to read as follow.

**ARTICLE VII
DIRECTOR AND OFFICERS**

The new Board of Directors will read as follows:

Name	Address:	Title
CALUDIO ARENÁS	4940 SW 145 AVENUE- MIAMI, FLORIDA 33175	PRESIDENT
ALVARO FABRE	9405 SW 91 STREET MIAMI, FLORIDA 33176	VICE-PRESIDENT
JULIO PERALTA	NICARAGUA	TREASURER

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**ARTICLE VIII
SUBSCRIBERS**

CLAUDIO ARENAS	PRESIDENT	- 51% -
ALVARO FABRE	VICE-PRESIDENT	- 24.50% -
JULIO PERALTA	TREASURER	- 24.50% -

IN WITNESS WHEREOF. The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do as, and its Corporate seal to be here unto affixed, on this day May 25, 2001, at Miami, Florida

ASA USA, CORP.
A Florida Corporation


Claudio Arenas
President

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