

#### Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

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From:

Account Name

EMPIRE CORPORATE KIT COMPANY

Account Number :

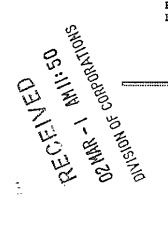
072450003255

Phone

(305) 634-3694

Fax Number

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#### BASIC AMENDMENT

TOOL DEPOT, INC.

| Certificate of Status | 0       |
|-----------------------|---------|
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$35.00 |

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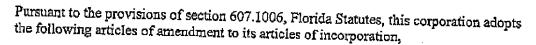
#### ARTICLES OF AMENDMENT

TO

### ARTICLES OF INCORPORATION

OF

#### TOOL DEPOT, INC.



FIRST:

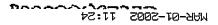
Amendment adopted: Exchange

Article VIII

| Article | VIII SUBSCRIBERS<br>NAME   | ADDRESS                 | SHARES |
|---------|----------------------------|-------------------------|--------|
|         | Constructora Americas S.A. | Carrera 28 # 15A-31     | 51%    |
|         |                            | Las Americas-Palmira    | 2170   |
|         |                            | Colombia                |        |
|         | Luis Guillermo Castillo    | 300 Gardens Dr # 204    | 25%    |
|         | ·                          | Pompano Beach, FL 33069 |        |
|         | Juan C. Castillo           | 300 Gardens Dr # 204    | 24%    |
|         |                            | Pompano Beach, FL 33069 |        |
|         |                            |                         |        |

PREPARED BY: ERNESTO HUERTAS, ACCOUNTANT E & V GREAT PROPESSIONAL, INC 6216 S.W. 8 ST MIAMI, FL 33144 TEL: (305) 265-1566

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SECOND: The date of each amendment's adoption February 28, 2002

THIRD: Adoption of Amendment

(X) The amendment was/were approved by the shareholders. The number of votes east 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 east for the amendment was/were sufficient for approval by.

( ) 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.

Signature

Luis Guillermo Castillo

President

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