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September 10, 2001

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

100004582861--2

-09/11/01--01044--003

\*\*\*\*\*43.75 \*\*\*\*\*43.75

**Re: Articles of Amendment of Southern Cross USA, Inc.**

Dear Sir/Madam:

Enclosed please find Articles of Amendment, Director Resignation and our check in the sum of \$43.75.

Please return one certified copy to our office in the Federal Express envelope provided.

Thank you for your cooperation.

Very truly yours,

MICHAEL WEISS & ASSOCIATES, P.A.

  
Michael N. Weiss

*Amend  
9-19-01  
MNS*

MNW/dmp  
Enclosures  
**Federal Express**

**FILED**  
01 SEP 11 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
SOUTHERN CROSS USA, INC.  
P00000106161**

**FILED**  
01 SEP 11 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:**

The director of the corporation, Michael N. Weiss, elects two new directors:

1. Jorge De La Sovera
2. Fernando A. Lopez

**SECOND:**

Jorge De La Sovera has been elected President of the corporation and Fernando A. Lopez has been elected Vice President and Secretary of the corporation.

**THIRD:**

The original director, Michael N. Weiss, wishes to resign as director of the corporation.

**FOURTH:**

The address of the corporation has changed as follows:

12710 SW 43 Drive  
Miami, Florida 33175

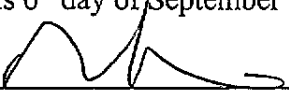
**FIFTH:**

The date of each amendment's adoption is September 6, 2001.

**SIXTH:**

The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 6<sup>th</sup> day of September 2001.

BY:   
Michael N. Weiss, Incorporator