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BASIC AMENDMENT
LIGHTHOUSE USA, INC.

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AMEND
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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is:
Lighthouse USA, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article IV. shall read as follows:

The name of each member of the Corporation's Board of Directors is:

Rene A. Carrillo Jr.

Carlos Carrillo

Hector Abad

The affairs of the Corporation shall be managed by a Board of directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on
February 13, 2001.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Lighthouse USA, Inc.

By: *Rene A. Carrillo Jr.*

Name: RENE A. CARRILLO JR.

Title: PRESIDENT

Date: FEBRUARY 13, 2001

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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