

P01000044645

Amendment Section
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-10/01/01--01070--014
*****61.25 *****61.25

Re: LIDER USA INC.

Enclosed are an original and two copies of the articles of amendment for the above referred to corporation and a check for \$ 61.25.

Please forward us two (2) certified copies of the articles of amendment and a certificate of status.

From: Alberto Amoros
Suite 1607, Two Datan Center
9130 South Dadeland Boulevard
Miami, Florida 33156-7851

Telephone (305) 670 3716
Fax (305) 670 9976

FILED
01 OCT - 1 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LIDER USA INC.

P01000044645

FILED
01 OCT -1 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, LIDER USA INC. a Florida profit corporation (hereinafter the "Company") having its principal place of business in the State of Florida at 5751 N. University Drive, Tamarac, Florida 33321, hereby adopts the following articles of amendment to its articles of incorporation:

FIRST: Article II, is amended to read in full as follows:

Article II

The Company's Principal Office in the State of Florida is at 5751 N. University Drive, Tamarac, Florida 33321. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

The Company's mailing address in the State of Florida is at 5751 N. University Drive, Tamarac, Florida 33321.

SECOND: Article VII, is amended to read in full as follows:

Article VII

The Directors shall be elected at the annual meeting of shareholders called for the purpose, and each Director shall hold office until the date fixed by the Bylaws for the next succeeding annual meeting of shareholders and until his successor is elected, or until early resignation, removal from office or death.

The number of Directors, which shall be one (1), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares issued and outstanding at the meeting and entitled to vote on such proposal. In case the shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

Unless otherwise provided by the Bylaws of the Company, the directors of the Company need not be shareholders.

The Director of the Company is:

Luis Pérez

3625 N. Country Club Drive, PH 10

Aventura, Fl. 33180

The Officers of the Company are:

Luis Pérez

President & CEO

3625 N. Country Club Drive, PH 10

Aventura, Fl. 33180

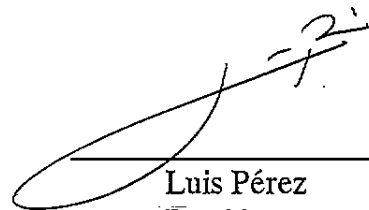
Ricardo E. Corrie
5751 N. University Drive
Tamarac, Florida 33321

Vice President & Secretary

THIRD: The Board of Directors of the Company, by unanimous written Consent dated September 4th, 2001 adopted the resolutions in which were set forth the foregoing amendments to the Articles of Incorporation, and which contained a statement declaring that the said amendments of the Articles of Incorporation were advisable and a direction that it be submitted for consideration by the Company's Sole shareholder.


FOURTH: The amendments of the Articles of Incorporation as herein above set forth were approved by the unanimous written Consent of the holder of all outstanding shares entitled to vote thereon dated September 4th, 2001 in accordance with section 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, LIDER USA INC. has cause these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary.



Luis Pérez
President

Attest:

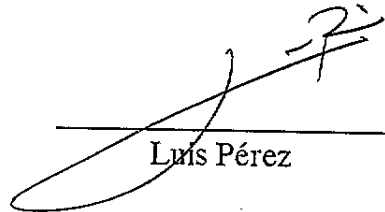


Ricardo E. Corrie
Secretary



I, the undersigned, the President of LIDER USA INC. do acknowledge these

Articles of Amendment to be the corporate act of such corporation, and with respect to all matters and facts set forth herein, state under penalties of perjury that to the best of my knowledge, information and belief such matters and facts are true in all material respects.




Luis Pérez

STATE OF FLORIDA)
) ss.:
COUNTY OF MIAMI-DADE)

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deed, Luis Pérez, President of LIDER USA INC., a Florida corporation, and acknowledge that he executed the above and foregoing Articles of Amendment as such officer for and on behalf of said corporation after having been duly authorized to do so.

Witness my hand and official seal at Miami, Miami-Dade County, Florida this 5th day of September 2001.





Notary Public
State of Florida at Large