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Division of Corporations

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Account Name : EMPIRE COR

: EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone: (305)634-3694 Fax Number: (305)633-9696

BASIC AMENDMENT

ALCA TRADING, CORPORATION

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALCA TRADING CORPORATION

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:

Amendment adopted:

ARTICLE VIII

DIRECTORS

This corporation shall have not less than one nor more than six directors, as set forth in the By-Laws. The names and street addresses of the board of directors of this corporation which, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

NAME: JUAN CARLOS GUERRERO

TITLE: President

NAME: ALVARO GUERRERO

TITLE: Managing Director/Secretary/Treasurer

SECOND: The date of each amendment's adoption is February 14, 2005.

THIRD: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 14 day of February, 2005.

Signature

Alvard Guerrerb, Secretary

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