

Hoz & Co., Inc. Tax And Accounting Consultants

August 16, 2002

Division of Corporation Corporate Records P O Box 6327 Tallahassee, Florida 32314

To Whom It May Concern:

Re: CHURROS FACTORY INC.

500007195215--9 -08/19/02--01038--007 ********

Please find enclosed Articles of Amendment for the above referenced and a check for \$35 for the cost of filing the changes. Make the change and mail to the address below the stamped Articles of Amendment.

If you have any questions, do not hesitate to call or write. Thank you in advance for your time.

Sincerely,

Leo de la Hoz

Amend & N/C

V SHEPARD SEP 1 0 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith Secretary of State

August 23, 2002

churis 3/185 pre.

LEO DE LA HOZ HOZ & CO., INC. 3785 N.W. 82ND AVE., STE. 102 MIAMI, FL 33166

SUBJECT: CHURROS FACTORY CORP.

Ref. Number: P02000022510

We have received your document for CHURROS FACTORY CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please specify which article number you are amending, adding, or deleting.

The incorporator(s) cannot be amended or changed. Please correct vour document accordingly.

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the

shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting

(2)If an amendment was adopted by the incorporators or board of directors or without shareholder action.

(a)A statement that the amendment was adopted by either incorporators or board of directors and that shareholder action was not required.

The above corporation was never known by the name of "F & F US" CORPORATION".

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

Velma Shepard

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



ESE USA CORPORATION

(present name)

Pursuant to the previous of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I: Name

DELETE:

F & F USA CORPORATION

ADD:

CHURROS FACTOR INC.

ARTICLE VIII: - Directors

TO SERVICE

ADD:

MARLON MOSCOSO

14421 SW 52 ST

MIAMI, FL 33178

MANUEL RODRIGUEZ

300 BAYVIEW DR NO. 1409 SUNNY ISLE, FL 33160

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

HIR	D: The date of each amendment's adoption: 08/02/02
OUR	TH: Adoption of Amendment(s) (check one)
001	1121 1140 ption of 1211 manners (b) (011011 1111)
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting group
	The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	(voting group)
	The amendments(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this day of, 20
	Signature / Apron / Coscoso.
	(By the Chairman of Vice Chairman of the
	Board of Directors, President or other if adopted
	by the shareholders)
	OR
	(By a director if adopted by the directors) OR
	(By an incorporator if adopted by the
	incorporators)
	MARLON MOSCOSO
	Typed of printed name
	PRESIDENT
	Title