P02000096331

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DIVISION OF COFFERATION



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CORPORATION(S) NAME

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) Profit	7	
) NonProfit	Amendment	() Merger
) Foreign	() Dissolution	() Mark
) Limited Partnership	() Annual Report	() Other
) Reinstatement	() Reservation	() Change of Registered Agent
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FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

December 17, 2002

EMPIRE

MIAMI, FL

SUBJECT: RUSACA, INC. Ref. Number: P02000096331

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

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

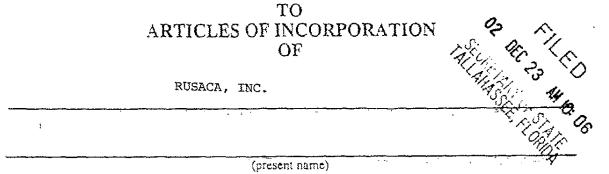
If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey Document Specialist

Letter Number: 502A00066432

DIVISION OF CHROMATION

ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION OF



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

We are amending Article VII Board of Directors, as follows :

DELETED

Secretary Blanca R. Tellez 1501 SW 67 Avenue Miami, FL 33144

ADDED

Secretary John Jairo Tellez 2314 Ponce de Leon Blvd Apt 304 Coral Gables, FL 33134

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:

n/a

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	, *				
THIRD: T	he date of each amendment's adoption: 12-12-02				
FOURTH:	Adoption of Amendment(s) (CHECK ONE)				
	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 groups. 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				
3	The amendment(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 12 day of December 2002				
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)				
	OR				
(By a director if adopted by the directors)					
	OR				
	(By an incorporator is apopted by the incorporators)				
	Junites .				
	Fernando Tellez (President / Director) Typed or proped name				
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	Title				