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Amend

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STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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11/12/03

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. B & B INVESTMENT OF USA, CORP.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
03 NOV 12 PM 1: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B & B INVESTMENT OF USA, CORP.

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)

ARTICLE II – PRINCIPAL OFFICE

20335 W COUNTRY CLUB DR #1508
AVENTURA, FL 33180

ARTICLE IV – CHANGE REGISTERED AGENT STREET ADDRESS

20335 W COUNTRY CLUB DR #1508
AVENTURA, FL 33180

ARTICLE VI – DIRECTOR (S)

NAME & ADDRESS

PRESIDENT	NICANOR OSVALDO BASAVILBASO 20335 W COUNTRY CLUB DR #1508 AVENTURA, FL 33180	47%
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VICE-PRESIDENT	SUSANA BERNAL DE BASAVILBASO 20335 W COUNTRY CLUB DR #1508 AVENTURA, FL 33180	26%
TREASURER	BERENICE BASAVILBASO 20335 W COUNTRY CLUB DR #1508 AVENTURA, FL 33180	24%
SECRETARY	MARIA XIMENA BASAVILBASO 20335 W COUNTRY CLUB DR #1508 AVENTURA, FL 33180	3%

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, areas follows.

THIRD: The date of each amendment's adoption: September 16, 2003

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 for each voting group entitled to vote separately on each amendment(s):

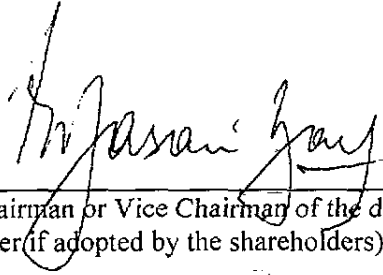
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and the 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 10 day of NOVEMBER, 2003

Signature



(By the Chairman or Vice Chairman of the directors, President or other officer (if adopted by the shareholders))

OR

(By a director if adopted by the director)

OR

(By an incorporator if adopted by the incorporator)

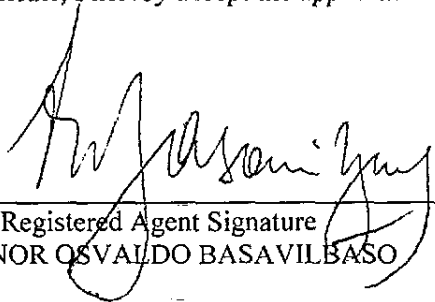
NICANOR OSVALDO BASAVILBASO

Typed or Printed Name

PRESIDENT

Title

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.



Registered Agent Signature
NICANOR OSVALDO BASAVILBASO