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USA-PERU ASSOCIATES SERVICE CORP

233NE 14Ave Apt. 502 Hallandale, FL 33009 Phone: 954-454-1204 / 305-305-1706

September 29, 2003

Division of Corporations Amendment Section Tallahassee

Enclosed to this letter you will find 2 (two) pages about Articles of Amendment to Articles of Incorporation of USA-PERU ASSOCIATES SERVICE CORP.

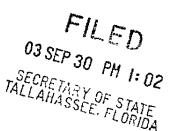
The main change is new address for the Company and Board of Directors.

Regards,

Tomas Datorre

President

ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION



USA-PERU ASSOCIATES SERVICE, CORP.

(present name)

P02000122912

(Document Number of Corporation (If known)

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: The new address of the principal office of the corporation, in the state of

Florida is: 233 NE 14 Ave Apt.# 502 Hallandale FL. 33009

The name of the new registered agent and office is Tomas Datorre, 233 NE 14 Ave., Apt. 502, Hallandale, FL 33009.

ARTICLE V: The name and adress of the new afficers and directors of this corporations are:

President:

Tomas Datorre

233 NE 14 Ave. Apt.# 502 Hallandale FL. 33009

Vice President: Carlos Tantte

233 NE 14 Ave. Apt.#502 Hallandale FL. 33009

All others articles to remain the same

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:

THIRD: 7	The date of each amendment's adoption: 9/29/2003
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
Ø	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)"
	(voting group)
۵	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.
Signature_	Signed this 29 day of September 2003 (By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	O.D.
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Tomas Datorre
	(Typed or printed name)
	President
	(Title)