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BASIC AMENDMENT

INVERSIONES SAMS USA, INC.

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

INVERSIONES SAMS USA, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 VI DIRECTORS

DELETE

**GERMAN SANDOVAL
951 SW 155 CT
MAIMI, FL 33194
PRESIDENT**

**ALEJANDRO SANDOVAL
CRA 65#74-75 # 140
MEDELLIN, COLOMBIA
VICE-PRESIDENT**

**ANA FRANCO
951 SW 155 CT
MIAMI, FL 33194
SECRETARY**

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ADD

ANA FRANCO
4640 NW 107 AVENUE # 22-10
MIAMI, FL 33178
PRESIDENT

GERMAN SANDOVAL
4640 NW 107 AVENUE # 22-10
MIAMI, FL 33178
VICE-PRESIDENT

SECON): 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 follow:;

THIRD: The date of each amendment's adoption; December 20, 2004

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

- 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.

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Signed this 20 day of December, 2004

Signature Anamaria Franco
(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 if adopted by the incorporators)

Anamaria Franco
Typed or printed name

President
Title