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Florida Department of State
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BASIC AMENDMENT

DE AMERICAS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF
DF AMERICAS INC.**

The undersigned, Director and President, of DF AMERICAS INC., a Corporation organized under the laws of the State of Florida certifies that:

1. Amendment adopted:

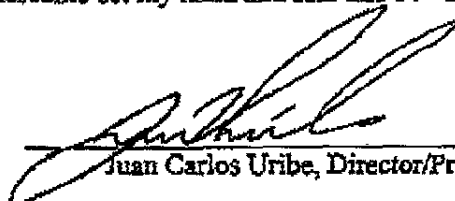
Article I: Name: The name of the Corporation shall read:

DF Deutsche Forfait Americas, Inc.

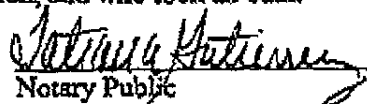
2. The date of adoption of the above amendment is the 25th day of June, 2003.
3. The undersigned is the director of the Corporation. There are no shareholders at the present time.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of July, 2003.


Juan Carlos Uribe, Director/President

SWORN TO AND SUBSCRIBED before me this 14th day of July, 2003, by Juan Carlos Uribe, the Director/President of the Corporation above described, personally known to me, or who produced _____ as identification, and who took an oath.


Notary Public

My Commission Expires:



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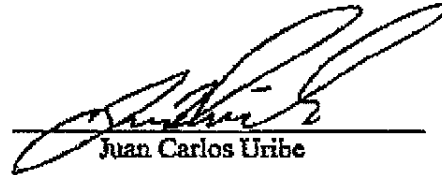
**CONSENT ACTION OF THE DIRECTOR
DF AMERICAS INC.**

The undersigned, being the Director of DF AMERICAS INC., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consents to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and directs that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof the articles of the Corporation be amended to reflect Article I thereof, to read as follows:

DF Deutsche Forfait Americas, Inc.

Dated: This 14th day of July, 2003.



Juan Carlos Uribe

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