

P030000 78759

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

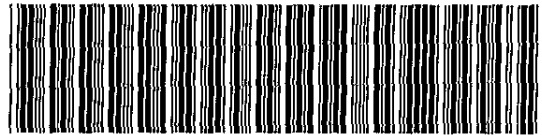
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/22/03--01015--024 **35.00

RECEIVED
03 OCT 22 AM 11:17
DIVISION OF CORPORATION
FILED
03 OCT 22 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. Goulette OCT 22 2003

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. CASA PAUNA - USA INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2.00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

| 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
CASA PAUNA – USA Inc.**

(PRESENT NAME)

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)

Directors shall now read as follows:

Article VI

ADD:

DIRECTOR PRESIDENT HECTOR CLAVIJO FERN

Address: 13899 Biscayne Blvd, Suite 147, North Miami Beach, Florida 33181

Remain As:

DIRECTOR VICE PRESIDENT: MARIA VICTORIA SENAS

DIRECTOR: MIGUEL ELISEO SILVA

NEW PRINCIPAL AND MAILING ADDRESS:

13899 Biscayne Blvd, Suite 147, North Miami Beach, Florida 33181

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SECOND: If an amendment provides for an exchange reclassification or cancellation of issued shares, provisions for i-1pJementill8 the amendment if not contained in the amendment itself, are as follows.

THIRD: The date of each amendment's adoption: OCTOBER 20, 2003.-

FOURTH: Adoption of Ame.,dment(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.

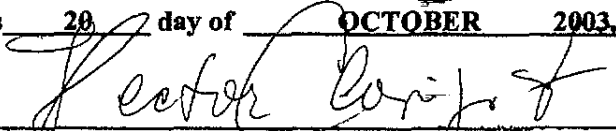
The following statement must be separately for each voting group entitled to vote separately on each amendment(s) :

"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 incorporators without shareholder action and shareholder action was not required.

Signed this 20 day of OCTOBER 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 directors

OR

(By an incorporator if adopted by the incorporators)

HECTOR CLAYJO FERN
Typed or printed name

DIRECTOR PRESIDENT
Title