

PO30000078759

(Requestor's Name)

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PICK-UP WAIT MAIL

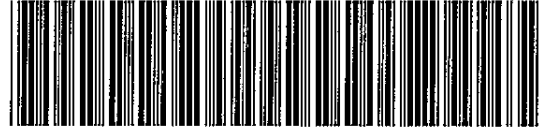
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Amend

11/10/03--01002--008 **35.00

DIVISION OF CORPORATION

03 NOV -7 PM 3:16

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 NOV -7 PM 4:07

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AR
11/7/03

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. 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

FILED

03 NOV -7 PM 4: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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

Delete AS:

DIRECTOR PRESIDENT HECTOR CLAVIJO FERN

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

Remain As:

DIRECTOR PRESIDENT: MARIA VICTORIA SENAS

DIRECTOR VICE PRESIDENT: MIGUEL ELISEO SILVA

NEW PRINCIPAL AND MAILING ADDRESS:

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

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

THIRD: The date of each amendment's adoption: NOVEMBER 06, 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 incorporators without shareholder action and shareholder action was not required.

Signed this 06 day of NOVEMBER 2003.

Signature _____

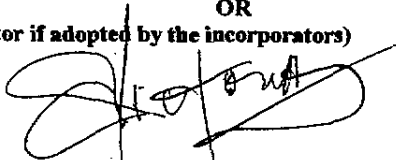
(By the Chairman or Vice Chairman of the directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors

OR

(By an incorporator if adopted by the incorporators)



Maria Victoria Senas
Typed or printed name

DIRECTOR PRESIDENT

Title