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Amend + N/C



## Appelrouth, Farah & Co., P.A.

Your Consultants to the Business Community

MIAMI 999 Ponce de Leon Boulevard Suite 625 — Coral Gables, Florida 33134

> Telephone (305) 444-0999

Facsimile \_ (305) 443-5171

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> Telephone (305) 296-6444

info@appelrouth.com

February 4, 2005

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: Articles of Amendment to Articles of Incorporation

To Whom It May Concern:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Constructor, Consulting and Engineering, Inc. along with a check in the amount of \$43.75 for a certified copy and filing fee for the Articles of Amendment.

Thank you for your attention to the above.

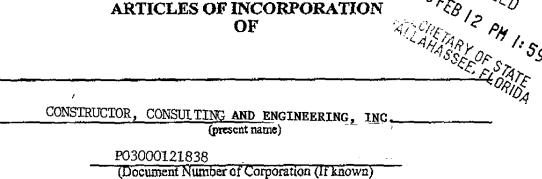
Sincerely,

Carlos M. Farah, C.P.A.

CMF: ahg

Encl.

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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 I IS BEING AMENDED TO REFLECT NAME CHANGE TO: CALA USA, INC.

ARTICLE III IS BEING AMENDED TO REFLECT PURPOSE CHANGE TO: TRANSACT ANY AND ALL LAWFUL BUSINESS.

SECOND: 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:	The date of each amendment's adoption: JANUARY 31, 2005		
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)		
	(LASTIN WART)		
	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 <u>.</u>	Signed this 31st day of JANUARY. 2005.		
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
	QR		
	(By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	PEDRO SALCEDO (Typed or printed name)		
	DIRECTOR (Title)		