

P 03000150108

Florida Department of State
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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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ALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
ALLIANCE GROUP USA CORP**

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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ALLIANCE GROUP USA CORP
Doc No. P03000150108

05 MAY 25 PM 12: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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All the stockholders of: ALLIANCE GROUP USA CORP., a Florida Corporation under its corporate seal and the hand of its President: JOSE L. VINAS, hereby certify as follows:

CLAUSE I

That all the Shareholders of : ALLIANCE GROUP USA CORP- In response to a call and notice of meeting, held on May 24, 2005 at 9350 SUNSET DR # 151, MIAMI, FL 33173 the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles VII and VIII of the Articles of Incorporation to read as follows:

FIRST:
ARTICLE VII
DIRECTORS AND OFFICERS

NAME	ADDRESS	TITLE
JOSE L. VINAS	11051 SW 143 CT. MIAMI, FL. 33186	PRESIDENT
ENRIQUE FRANCO	9350 SUNSET DR # 151 MIAMI, FL. 33173	DIRECTOR

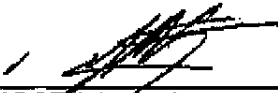
SECOND:
ARTICLE VIII
SUBSCRIBERS

NAME	TITLE	SHARES
JOSE L. VINAS	PRESIDENT	-10%-
ENRIQUE FRANCO	DIRECTOR	-90%-

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IN WITNESS WHEREOF. The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do as, and its Corporate seal to be here unto affixed, on this day, May 24, 2005, at Miami, Florida

ALLIANCE GROUP USA CORP.
A Florida Corporation



JOSE L VINAS
PRESIDENT

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