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IN SION OF CORPORATION

To:

Division of Corporations Fax Number : (850)205-0380

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 Phone (305)599-0839 Fax Number : (305)716-0346

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

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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 JULY 12, 2005 at 4355 W 16 AVENUE #201 HIALEAH, FL. 33012, 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 BOARD OF DIRECTORS

NAME	ADDRESS	TITLE
JOSE L VINAS	11051 SW 143 CT.	PRESIDENT
AGUSTIN SOBRINO	MIAMI, FL. 33186 15875 SW 54 TERR	SECRETARY
	MIAMI, FL. 33185	

SECOND: ARTICLE VIII SUBSCRIBERS

NAME	TITLE	SHARES
JOSE L. VINAS	PRESIDENT	-10%-
AGUSTIN SOBRINO	SECRETARY	-90%-

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, JULY 12, 2005, at Miami, Florida

ALLIANCE GROUP USA CORP. A Florida Corporation

JOSE L. VINAS PRESIDENT

AGUSTIN SOBRINO SECRETARY