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BASIC AMENDMENT

JUTICALPA CORPORATION

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
04 AUG 27 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUTICALPA CORPORATION

(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:

August 27th, 2004.

First: Amendment(s) adopted: AMENDED.

ARTICLE VI - SHAREHOLDERS

ARTICLE XVI - BOARD OF DIRECTORS

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.

H04000176276 3**First: Articles Amended****ARTICLE VI - SHAREHOLDERS**

This corporation now has THREE (3) Shareholders. The number of Shareholders may be increased or diminished from time to time in accordance with bylaws adopted by the stockholders. The name and address of The Subscriber of this corporation and the number of shares of stock, and the new position of the stockholders subscribe to by each person signing these Amendment of Articles of Incorporation now is:

NAME	ADDRESS	SHARES
Edy Alejandro Hernandez President	6106 Plains Drive Lake Worth, FL 33463	80%
Jose C Hernandez Secretary	420 Fleming Avenue #A Greenacres, FL 33463	10%
Oscar E Balderramos Secretary	1278 Brandywine Drive West Palm Beach, FL 33417	10%

ARTICLE XVI - BOARD OF DIRECTORS

This Corporation now has THREE (3) OfficerS. The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

NAME	ADDRESS
Edy Alejandro Hernandez President	6106 Plains Drive Lake Worth, FL 33463
Jose C Hernandez Secretary	420 Fleming Avenue #A Greenacres, FL 33463
Oscar E Balderramos Secretary	1278 Brandywine Drive West Palm Beach, FL 33417

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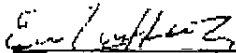
Second: The date of adoption of the amendments.

The date of adoption of the amendments was 08/27/2004.

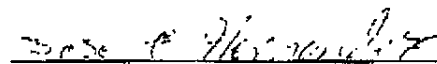
Third: Adoption of Amendment.

The amendments were adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this 27th days of August, 2004.



Edy Alejandro Hernandez
President



Jose C Hernandez
Secretary



Oscar E Balderramos
Secretary