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     Fax Number      : (850)205-0380

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     Account Name    : EMPIRE CORPORATE KIT COMPANY
     Account Number  : 072450003255
     Phone           : (305)634-3694
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BASIC AMENDMENT

LCR TRUCKS, CORP.

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(3)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LCR TRUCKS, CORP.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of incorporation:

FIRST: Amendment (s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII:The Board of Directors shall be amended as follows:

ROGELIO F. CURIEL — PRESIDENT
6201 SW 9 STREET
MIAMI, FL. 33144

ARIEL CURIEL — VICE-PRESIDENT
6201 SW 9 STREET
MIAMI, FL. 33144

LAZARA JIMENEZ — SECRETARY
6201 SW 9 STREET
MIAMI, FL. 33144

ARTICLE VIII, Shares will be amended to:

SHAREHOLDERS	% OF SHARES
ROGELIO F. CURIEL	50%
ARIEL CURIEL	25%
LAZARA JIMENEZ	25%

Prepared by Giovanni Castellanos
Vares Inc. 1688 Coral Way
Miami Fl. 33145
305-285-8868

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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: 02/092004

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 adopted 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)

_____ 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 incorporates without shareholder action and shareholder action was not required.

Signed this 9th day of February, 2004

Signature ______________________________

(By the Chairman or Vice Chairman of the Board of 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)

____

ROGELIO F. CURIEL, PRESIDENT

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