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Florida Department of State
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BASIC AMENDMENT

USA GUIDES & SEATS CORP.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

07/23/04

DC
Amendment

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

USA GUIDES & SEATS CORP.

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

FIRST: Amendment adopted: Exchange

Article VII DIRECTORS

Title: PD
Carlos Rinaldi
11492 NW 69th Terrace
Miami, FL 33178

Title: VPSD
Hernan Karbowski
11492 NW 69th Terrace
Miami, FL 33178

Title: TD
Noel Lazaro
11492 NW 69th Terrace
Miami, FL 33178

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TALLAHASSEE FL 09100

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PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
3446 SW 8 ST. Ste. 203
MIAMI, FL 33135
TEL: (305) 265-1566

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Article X SUBSCRIBERS

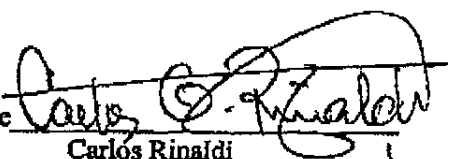
NAME	ADDRESS	SHARES
Carlos Rinaldi	11492 NW 69 th Terrace Miami, FL 33178	50 %
Hernan Karbowski	11492 NW 69 th Terrace Miami, FL 33178	50 %

SECOND: The date of each amendment's adoption July 22, 2004

THIRD: Adoption of Amendment

- () The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- () The amendment 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:
"The number of votes cast for the amendment was/were sufficient for approval by ."
- (X) The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22 day of July, 2004.

Signature 
 Carlos Rinaldi
 President

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