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BASIC AMENDMENT

PINTO USA, INC.

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4/13/04
Amend
38

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PINTO USA, INC.

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PINTO USA, INC.
(Present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation, which filed its articles of incorporation on March 18, 2004, adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

- A) Article X is hereby amended to change the Corporation's Initial Officers and Directors to:

Director/President/ Secretary: Argenis Jose Ecarri Castillo
Legal representative of Ecarri Castillo, Inc.
10862 NW 53rd Lane
Miami, FL 33178

Director/Vice-President: Jairo Alexander Pinto
10862 NW 53rd Lane
Miami, FL 33178

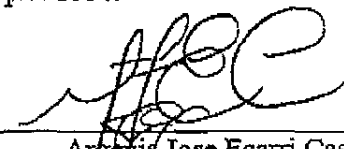
Director/Treasurer: Jesus Martin Pinto
10862 NW 53rd Lane
Miami, FL 33178

SECOND: Adoption of Amendment

XXXX The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 13th day of April 2004.

Signature:


Argenis Jose Ecarri Castillo
Legal representative of Ecarri Castillo, Inc.