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BASIC AMENDMENT

BARBADILLO Y ASOCIADOS DE FLORIDA-USA INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 28, 2004

BARBADILLO Y ASOCIADOS DE FLORIDA-USA INC.
299 SUNNY ISLES BLVD.
SUNNY ISLES, FL 33160SUBJECT: BARBADILLO Y ASOCIADOS DE FLORIDA-USA INC.
REF: P04000066913

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If you are trying to change officers or directors, you need to state the title these people will have and if you are deleting the other people, you need to indicate that as well.

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Cheryl Coulliette
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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③

ARTICLES OF AMENDMENTS
TO
ARTICLES OF INCORPORATION
OF

BARBADILLO Y ASOCIADOS DE FLORIDA -USA INC.

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.

FIRST: AMENDMENTS(S) ADOPTED: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

EFFECTIVE OCTOBER 01 2004, DE MARIA SANTIAGO B.(BARBADILLO Y ASOCIADOS CONSULTORES) OF 299 ISLES BLVD SUNNY ISLES FLA 33160 IS DESIGNATED PRESIDENT(51% STOCKS), (ADQUISA CORPORATION) NELSON QUINTERO OF 299 SUNNY ISLES BLVD SUNNY ISLES FLA 33160 (24.5% STOCKS) AND (NAYCO INC) CONSTANZA O DE MARCUZZI OF 299 SUNNY ISLES BLVD SUNNY ISLES FLA 33160 (24.5% STOCKS) ARE DESIGNATED DIRECTORS AND THE NEW PRINCIPAL AND MAILING ADDRESS IS 6625 MIAMI LAKES DR 3RD FLOOR SUITE #314 MIAMI LAKES FLORIDA 33015.

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: 10/01/2004

FOURTH: ADOPTION OF AMENDMENT(S) (CHECK ONE)

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✓ 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 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 DORECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

SIGNED THIS OCTOBER 1 2004.
SIGNATURE _____
(BY THE CHAIRMAN OR VICE-CHAIRMAN OF THE BOARD, PRESIDENT OT OTHER OFFICER IF ADOPTED SHAREHOLDERS)

OR

(BY DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

(TYPED OF PRINTED NAME)
D MARIA SANTIAGO B. -PRESIDENT

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