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BASIC AMENDMENT

C.F.E.S. USA CORPORATION

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G. O'Connell FEB 21 2005

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
C.F.E.S. USA CORPORATION**

Pursuant to the provisions of section 607-1006, Florida statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

**ARTICLE IX
NEW BOARD OF DIRECTOR**

The new Board of Directors shall be as follows:

NAME	ADDRESS	OFFICER
Enrique Torres	546 SW 1 st St. # 403 Miami, FL 33130	President
Alfonso P. Del Campo	546 SW 1 st ST #403 Miami, FL 33130	Vice Pres.
Alberto J. Nevoa	546 SW 1 st ST #403 Miami, FL 33130	Secretary/Treasurer

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 : **February 18, 2005**

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment (s) was/were adopted by the incorporators or board of Directors
Without shareholder action and shareholders action was not required.

X

_____ 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 shareholders through voting groups.
(The following statement must be separately provided for each voting group entitled
To vote separately on the amendment (s).

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p.3

The number of votes cast for amendment ~~(((H05000043610)))~~ sufficient for approval

By _____
(Voting group)

Signed this 18 of February, 2005.

C.F.E.S. USA CORPORATION
(Corporation name)

BY 
ENRIQUE TORRES