

FROM : JOSEPH. K. NOFIL, C. P. A

FAX NO. : 9544841381

May. 31 2005 05:18 PM P1

Division of Corporations

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BASIC AMENDMENT

PROMOCLUB USA, INC.

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FAX NO. : 9544841381

May. 31 2005 05:12PM P2

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROMOCLUB USA, INC.**

Pursuant to the provision of section 607-1006, Florida Statutes, this Florida profit corporation adopts the following article of amendment to its articles of incorporation:

FIRST:

Amendment adopted:

Article VI, Directors:

The purpose of this amendment is to change the directors of this corporation as follows:

The following director/officer shall be removed:

Juan C. Quintero Director

The following director/officer who shall keep office:

Norberto Menegazzi Director

SECOND:

The date of the adoption is:


May 26th, 2005

THIRD:

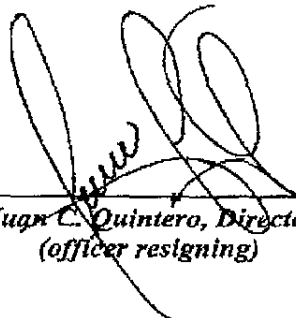
Adoption of Amendment

The amendment was approved by the board of directors, and shareholders. The number of votes cast was sufficient for a majority to approve amendment of the articles of incorporation.

Signed this 26th day of May, 2005.



Norberto Menegazzi, Director
(officer who shall keep office)



Juan C. Quintero, Director
(officer resigning)

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