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Account Name

: SILVA'S ENTERPRISE, INC.

Account Number : I20020000100

Phone : (305) 944-9755

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2007 NOV -8

X-FOODS U.S.A., INC.

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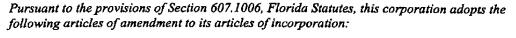
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

X-FOODS U.S.A., INC.



FIRST:

Amendment(S) adopted: (indicate article number(s) being amended, added or

deleted)

Article VII. - a) The Board of Directors shall add the following director to the corporation:

Name

ESPERANZA MEDINA

Title

Manager

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: November 8, 2007

FOURTH:

Adoption of Amendment(s) (check one)

- 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 directors 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 11 days of August , 2006

Signature

JUAN G. GUERRA President