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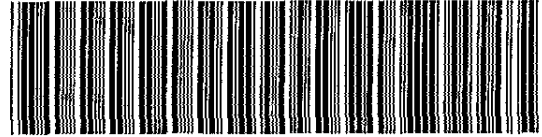
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 03 2006

RMen

Memo

To: Florida Department of State
Division of Corporations
From: Alina-Lopez Accounting
Date: 01/25/2006
Subject: Emmanuel Trade Corporation U.S.A.

Dear Sir or Madam:

Enclosed herewith please find a Articles of Amendment of the Corporation in duplicate for Emmanuel Trade Corporation U.S.A. and our check in the amount of \$35.00 to cover the process fee. We would very much appreciate that I processed/stamped copy be returned to us at:

Lopez Accounting Services, Inc.
1800 W. 49th St. #201
Hialeah, Fl. 33012
Attn. Alina

Your assistance and cooperation with this matter is very much appreciated.

Sincerely,

Alina

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
EMMANUEL TRADE CORPORATION U.S.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Amendment (s) adopted:

**ARTICLE VI
NEW BOARD OF DIRECTOR**

The new Board of Directors shall be as follows:

NAME	ADDRESS	OFFICE	SHARE
Erick Hernandez	5373 Cedar Lake Rd. # 1435 Boynton Beach Fl 33437	President	40
Mefi O. Barrera	455 S. Pine Island Rd. # C206 Plantation, Fl 33324	V/President	33
Erick F. Hernandez Jr.	5373 Cedar Lake Rd # 1435 Boynton Beach, Fl 33437	Secretary	7
Corporacion Emmanuel S.A. de C.V.	5373 Cedar Lake Rd. # 1435 Boynton Beach Fl 33437		20

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if no contained in the amendment itself, are as follows:

THIRD: the date of each amendment's adoption : **January 19, 2006**

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).

The number of votes cast for amendment (s) was/were sufficient for approval

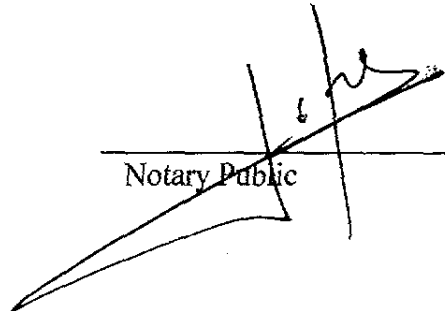
By _____
(Voting group)

Signed this 19th day of January, 2006.

EMMANUEL TRADE CORPORATION U.S.A
(Corporation name)

By  _____
Eral Hernandez President

Sworn to and subscribe before me this 19th day of January, 2006



Notary Public



JORGE R. LOPEZ
MY COMMISSION # DD 170023
EXPIRES: December 8, 2008
Bonded Thru Budget Notary Services