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BASIC AMENDMENT

ACOSTA PETROLEUM COMPANY, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACOSTA PETROLEUM COMPANY, INC.

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. The name of the corporation is Acosta Petroleum Company, Inc. (the "Corporation")
2. Articles VIII, IX of the Articles of Incorporation of the Corporation are amended to read as follows:

SEE ATTACHMENT A

3. These Amendments were recommended by the board of directors to the Corporation's shareholders on February 27, 1999.
4. These Amendments were approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendments and the number of votes in favor of the Amendments was sufficient for approval.

IN WITNESS WHEREOF, Acosta Petroleum Company, Inc., has caused these Articles of Amendments to be executed on this 27th day of FEBRUARY, 1999.

ACOSTA PETROLEUM COMPANY, INC.

By: Patricia Acosta
Patricia Acosta.
President and Director

Prepared by:
Don Gonzalez
9050 Pines Blvd #450 - F
Pembroke Pines, FL 33024
(954) 432-1699 FBN-0970130

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ATTACHMENT A

ARTICLE VIII

The name and address of the new Board of Directors and corporate officers of the Corporation, who shall hold office for this year, or until their successors are chosen, are:

Frank Gomez, President
9050 Pines Blvd., Suite 450-F
Pembroke Pines, Florida 33024

Jose Luis Frias, Secretary
9050 Pines Blvd., Suite 450-F
Pembroke Pines, Florida 33024

ARTICLE IX

The names and post address of the subscriber of these articles of incorporation, the number of shares of stock that he agree to take and the value of consideration therefore is:

	Shares	Consideration
Frank Gomez (President) 9050 Pines Blvd., Suite 450-F Pembroke Pines, Florida 33024	50	\$50.00
Jose Luis Frias (Secretary) 9050 Pines Blvd., Suite 450-F Pembroke Pines, Florida 33024	50	\$50.00

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