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BASIC AMENDMENT
ACOSTA PETROLEUM COMPANY, INC.

Certificate of Status	0
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Page Count	03
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03/13/02
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Amendment
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACOSTA PETROLEUM COMPANY, INC.

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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

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

"SEE ATTACHED"

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: MARCH 12th, 2002

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

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

 X 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 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)

PREPARED BY: PRESTIGE ACCOUNTING CORP.
15327 NW 60 AVE, SUITE 202
MIAMI LAKES, FL 33014
(305) 870-2670

(continued)

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF:

ACOSTA PETROLEUM COMPANY

AMENDMENT(S) ADOPTED:

ARTICLES VII - DIRECTORS

DELETE OLD PRESIDENT / DIRECTOR - ERIC DISLA

ADD NEW PRESIDENT / DIRECTOR - LAURA FRIAS

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Signed this 12th day of MARCH, 2002.

By: *Laura Frias*
(Chairman or Vice Chairman of the Board of Directors, President or other officer
if adopted by the shareholders)

OR

(A director or incorporator if adopted by the directors or incorporators)

LAURA FRIAS

(Typed or printed name)

PRESIDENT/ DIRECTOR / CHAIRMAN

(Title)

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