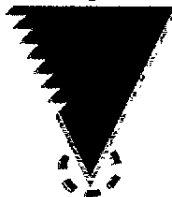


P.98000027755

EQUIPART USA Corp.

16546 NE 26 Ave 5-G N.Miami Beach, Fl. 33160
Tel 305 947 4843 Fax 305 947 0345
Frama50@aol.com



FILED

00 DEC -4 PM 12:02

CLERK OF STATE
TALLAHASSEE, FLORIDA

Miami, December 1, 2000

Amendment Section
Florida Department of State
Tallahassee.

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-12/04/00--01099--002
*****43.75 *****43.75

Dear Gentlemen:

We are attaching The articles of Amendment to the articles of incorporation of Equipart USA, Corp., together with a check for \$43.75 that includes the following:

- | | |
|--|---------|
| 1.- Filing fee for articles of amendment | \$35.00 |
| 2.- A certificate of Status | \$ 8.75 |
| Total | \$43.75 |

Our return address and telephone number is in the heading of this letter.

Regards


Francisco Amador
Secretary

*Amend
12-12-00
PMS*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EQUIPART USA CORP.**

FILED
00 DEC -4 PM 12:02
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment adopted: Article VII is amended as follows:

The new Principal and Mailing address of the Corporation will be:
16546 NE 26 Ave 5-G
North Miami Beach, Fl. 33160

SECOND: Amendment adopted: Article IX amended as follow:

Acceptance of resignation of the President Carlos Montes, and designation of the new President Merceditas Arias Paz with the following address:

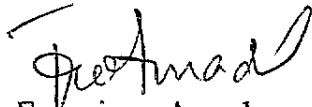
16546 NE 26 Ave 5-G
North Miami Beach, Fl. 33160

THIRD: The adoption of the amendments shall be November 30, 2000

FOURTH: The amendments were approved by all the shareholders. The number of votes were 100% and sufficient for approval.

Signed this 30 th day of November, 2000 by:


Carlos Montes
50% Shareholder


Francisco Amador
50% Shareholder /Sec


Francisco Amador
Register Agent