

P98000075084

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BASIC AMENDMENT

LINS USA ENTERPRISES, INC.

RECEIVED
00 FEB 16 AM 7:38
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 15, 2000

LINS USA ENTERPRISES, INC.
801 BRICKELL AVENUE
SUITE 1420
MIAMI, FL 33131

SUBJECT: LINS USA ENTERPRISES, INC.
REF: P98000075084

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000007049
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CERTIFICATE OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF
LINS USA ENTERPRISES, INC.

FILED
00 FEB 16 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, Director/President, of Lins USA Enterprises, Inc., a Corporation organized under the laws of the State of Florida certifies that:

1. Amendment adopted: A new Article I - Name of the Corporation. A new Article I will be incorporated in the Articles of Incorporation of Lins USA Enterprises, Inc. which states:

The name of the corporation shall be Lucaza Latin American Investments, Inc.

2. The date of adoption of the above amendment is February 8th, 2000.

3. The undersigned is the Director/President of the Corporation. The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

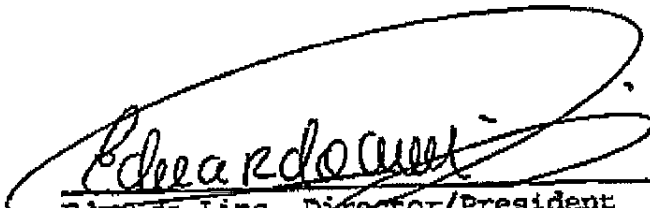
This Instrument Prepared By:
STEPHEN A. FREEMAN
520 Brickell Key Drive
Office Plaza # 305
Miami, Florida 33131
Florida Bar No. 146795

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IN WITNESS WHEREOF, I have hereunto set my hand and

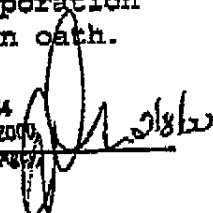
seal this 8th day of February, 2000.


Eduardo Lins, Director/President

SWORN TO AND SUBSCRIBED before me this 8th day of February, 2000 by Eduardo Lins, the Director/President of the Corporation above described, personally known to me, and who took an oath.



LEGNOR ALONSO
Comm. No. CC 564554
My Comm. Exp. Sept. 7, 2000
Printed thru Richard Inc. 2/2/00



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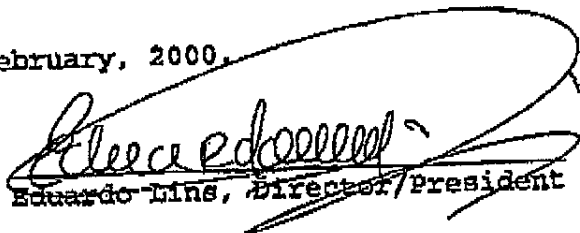
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CONSENT ACTION OF THE DIRECTOR
OF LINS USA ENTERPRISES, INC.

The undersigned, being the Director & President of Lins
USA Enterprises, Inc., a corporation incorporated and operating
under the laws of the State of Florida (the "Corporation"),
hereby consents to the adoption of the following resolution, this
instrument to have the same force and effect as if the actions
herein referred to had been taken at a timely called and duly
held meeting of the Board of Directors/President, and directs
that this written consent to such actions be filed with the
minutes of the proceedings of the Board of Directors of the
Corporation:

RESOLVED, that effective as of the date hereof
the articles of the Corporation be amended to
reflect a new Article I, which will read as follows:
"The name of the corporation is Lucaza Latin American
Investments, Inc."

Dated: This 8th day of February, 2000.


Eduardo Lins, Director/President

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