Division of Corporations

P99000015333

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:
      Division of Corporations
      Fax Number      : (850)922-4000

From:
      Account Name    : BERRIZ & GIRALDO P.A.
      Account Number  : I19990000017
      Phone           : (305)385-1120
      Fax Number      : (305)559-7477
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

USA EXPORT & IMPORT OF AMERICA CORP

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	$35.00

AMEND
CEE 7-1

4

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 1, 1999

USA EXPORT & IMPORT OF AMERICA CORP
575 SW 57 AVE #2
MIAMI, FL 33135

SUBJECT: USA EXPORT & IMPORT OF AMERICA CORP
REF: P99000015333

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document is illegible and not acceptable for imaging.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000016038
Letter Number: 599A00034655

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

USA EXPORT & IMPORT OF AMERICA CORP

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)*

ARTICLE VI THE BOARD OF DIRECTORS SHALL CONSIST OF A TOTAL OF FIVE (5)
PERSON:
JUAN MANUEL TRAVIESO
MIGUEL A RIECH ALAMO
ELOY R CALCINES HERNANDEZ
IVAN NOY SANTURIO
ROSA E RAMIREZ

DELETE: ROSA E RAMIREZ
575 SW 57 AV #2 MIAMI, FL 33135 S.S # 033-80-5540

ADD : ALEXIS AROLDO RONDON TREJOS
CALLE 32 ENTRE AVS 8 y 9 # 8-15
SAN FELIPE ESTADO YARACUY VENEZUELA
CEDULA DE IDENTIDAD V-7.517.500

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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:

CLARA BERRIZ
4080 SW 84 AV
MIAMI FL 33155
305 485-9300

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THIRD: The date of each amendment's adoption: 6-30-99.

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

[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 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)

[ ] 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 adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30 day of June, 19 99.

Signature X [signature]

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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Miguel A Biech Alamo
Typed or printed name

Vice President.
Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

X ______________________

____
DATE

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