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## BASIC AMENDMENT

ITALPEN, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ITALPEN, INC.**

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 adopted: Exchange  
Article I  
Article VII  
Article VIII

Article I NAME  
TRANSINVERSIONES U.S.A., INC.

Article VII DIRECTORS

NAME	ADDRESS
Hector M. Acosta Uribe	8298 N.W. 68 ST
President	Miami, FL 33166
Leticia Carvajal Guingue	8298 N.W. 68 ST
Vice-President	Miami, FL 33166
Juan Carlos Carvajal	8298 N.W. 68 ST
Secretary-Treasurer	Miami, FL 33166

**Article VIII SUBSCRIBERS**

This name and street addresses and the number or shares of stock subscriber to by each person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Juan Carlos Carvajal	8298 N.W. 68 ST	75%
	Miami, FL 33166	
Leticia Carvajal	8298 N.W. 68 ST	25%
	Miami, FL 33166	

**PREPARED BY:**  
**ERNESTO HUERTAS, ACCOUNTANT**  
**E & V GREAT PROFESSIONAL, INC**  
5545 S.W. 8 ST Suite 107  
MIAMI, FL 33134  
TEL: (305) 265-1566

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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:

**THIRD:** The date of each amendment's adoption February 14, 2000.

**FOURTH:** Adoption of Amendment

- (X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- ( ) The amendment 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:  
"The number of votes cast for the amendment was/were sufficient for approval by Alvaro Velasco, Hernan Posadaz and Eduardo Lince.
- ( ) The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- ( ) The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14 day of February, 2000.

Signature

  
Alvaro Velasco  
President - Treasurer

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