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**BASIC AMENDMENT****CARIMEX, INC.**

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AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
CARIMEX, INC.

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The undersigned, Jose Ramon Brea, President of Carimex, Inc., a Florida corporation, (the "Corporation") does hereby certify that at a Meeting of the Board of all of the Shareholders and Directors of the Corporation held on August 5, 2002, duly held in accordance with Florida Statutes and the Articles of Incorporation and By-Laws of the Corporation, at which a quorum was present and acted throughout, the following resolution was duly adopted:

1) ARTICLES SIXTH is hereby amended to read in its entirety as follows:  
The names of the Board of Directors and Officers of this corporation shall be:

Jose Ramon Brea	Director/President/Secretary/Treasurer
Horacio Peiro	Vice President

They will hold office only until the next annual Board of Director's and Shareholders Meeting at which time the successors will be elected.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, December 12, 2002.

Carimex, Inc.

By *Jose Ramon Brea*  
Jose Ramon Brea, President

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