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LAZARUS CORPORATE FILING SERVICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GENESIS CAFE, CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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Amend
 10-30-01
 RTS

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

GENESIS CAFE, CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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 street address of the registered office and the Registered Agent of this corporation shall be:

JOAQUIN ESTEVE
296 N.W. Drive
Miami Florida 33126

ARTICLE X

The following persons shall be the Directors and Shareholders owner of the 100% of the shares of this corporation:

JOAQUIN ESTEVE, PRESIDENT (OWNER OF THE 33% OF THE SHARES)
296 N.W. Drive
Miami Florida 33126
S/S #149-72-9178

CARMEN THOMAS, VICE-PRESIDENT (OWNER OF THE 34% OF SHARES)
1706 Pine Ridge
Bushkill, PA 18324
S/S #143-58-8324

DILIP PATEL, TREASURER (OWNER 33% OF SHARES)
506 Central Avenue
Jersey City, N.J.

~~DELETED: CALIXTO HERNANDEZ, PRESIDENT~~

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: October 29 of 2001

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

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 for each voting group entitled to vote separately on each 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 29th day of October, 2001.

Signature 

(By the Chairman or Vice Chairman of the 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)

CALIXTO HERNANDEZ

Typed or printed name

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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS MY POSITION AS REGISTERED AGENT.


SIGNATURE/REGISTERED AGENT

OCTOBER 29, 2001

D A T E