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Amend.

G. O'Connell DEC 12 2005

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

- 1. DELICIAS DEL MAR INC.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

DELICIAS DEL MAR INC.

FILED
2005 DEC 12 AM 11:46
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)

Directors shall now read as follows:

ARTICLE X

Added as Directors to:

JUAN DAVID DEL VALLE, PRESIDENT (Owner 50% of shares = 250)
455 East 9 Street
Hialeah Florida 33010

GLORIA DEL VALLE, SECRETARY AND TREASURER (Owner 50% of shares = 250)
455 East 9 Street
Hialeah Florida 33010

YSABEL CRISTINA FINLAY, VICE-PRESIDENT
455 East 9 Street
Hialeah Florida 33010

DELETED: JOSE MIGUEL MONDUY.

New Registered Agent - ARTICLE VI:

JUAN DAVID DEL VALLE
455 East 9 Street
Hialeah Florida 33010

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: December 8 of 2005

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 8th day of December, 2005.

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)

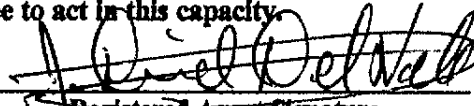
JOSE MIGUEL MONDUY

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.


Registered Agent Signature
JUAN DAVID DEL VALLE