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May 18, 1999

FEDEX AIRBILL NO.8121 1226 4281

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*****35.00 *****35.00

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Our Client File Number 293 (t)

Dear Sir/Madam:

Enclosed please find the original and a conformed copy of the Articles of Amendment to Articles of Incorporation of Fina West 49th Street, Inc. Also enclosed is a check in the amount of \$35.00, representing the filing fee.

Should you have any questions or require anything further, please do not hesitate to contact me.

Cordially,

ROZENCWAIG & GRANOFF



LESLIE ALAN ROZENCWAIG, P.A.
For the Firm

FILED
99 MAY 20 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAR/amc
Enclosures
1/293
art.amend.ltr.fina.

Amend
6-3-99

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
99 MAY 20 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FINA WEST 49TH STREET, INC.

(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)*

SEE EXHIBIT "A" ATTACHED HERETO

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:

N/A

THIRD: The date of each amendment's adoption: 5/4/99

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 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 4th day of May, 19 99

Signature

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

ORESTES FLORES, PRESIDENT / *Director*
OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title

EXHIBIT "A"

ARTICLE VIII:

Delete the Following: *Director*

Orestes Flores	12200 S.W. 4 th Terrace, Miami, Florida 33174	President
Sonia Fernandez	3601 West 12 th Avenue, Hialeah, Florida 33012	Secretary

Add the Following: *Directors*

Rodolfo Sanchez	c/o 2990 N.W. 24 th Street, Miami, Florida 33142	President
Sonia Fernandez	c/o 2990 N.W. 24 th Street, Miami, Florida 33142	Vice President
Jose Enrique Fadhel	c/o 2990 N.W. 24 th Street, Miami, Florida 33142	Secretary
Blas Elias	c/o 2990 N.W. 24 th Street, Miami, Florida 33142	Treasurer

ARTICLE IX:

Delete the Following: *Officers*

Orestes Flores	President	Three Thousand Seven Hundred and Fifty (3,750) shares of common stock @ \$1.00 par value 12200 S.W. 4 th Terrace, Miami, Florida 33174
Sonia Fernandez	Secretary	Three Thousand Seven Hundred and Fifty (3,750) shares of common stock @ \$1.00 par value 3601 West 12 th Avenue, Hialeah, Florida 33012

Add the Following: *Officers*

Rodolfo Sanchez	c/o 2990 N.W. 24 th Street, Miami, Florida 33142	President	One Thousand Eight Hundred Seventy-Five (1,875) shares of common stock @ \$1.00 par value
Sonia Fernandez	c/o 2990 N.W. 24 th Street, Miami, Florida 33142	Vice President	One Thousand Eight Hundred Seventy-Five (1,875) shares of common stock @ \$1.00 par value
Jose Enrique Fadhel	c/o 2990 N.W. 24 th Street, Miami, Florida 33142	Secretary	One Thousand Eight Hundred Seventy-Five (1,875) shares of common stock @ \$1.00 par value
Blas Elias	c/o 2990 N.W. 24 th Street, Miami, Florida 33142	Treasurer	One Thousand Eight Hundred Seventy-Five (1,875) shares of common stock @ \$1.00 par value