PARALEGAL FREELANCING, INC.

3121 PONCE DE LEON BLVD., CORAL GABLES, FLA. 33134 TEL: (305) 687-1113 FAX: (305) 444-2339

ROGER M. CARLIER President / Legal Assistant

P96000053716

Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Articles of Amendment to articles of

incorporation of S & R Market, Inc.

200002123722--5 -03/25/37--01067--002 ******87.50 ******87.50

Dear Sir/Madam:

Enclosed please find check in the amount of \$87.50 to cover for filing fees for the above-mentioned, as well as for a certified copy of the amendment. We have enclosed an original and a set of copies so that you may forward a copy to our office.

We are also herein enclosing a prepaid overnight airbill so that you may return the certified copy as soon as available.

Should you have any questions, please do not hesitate to contact our office immediately.

Sincerely,

Roger Carlier

/rc

Encl.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

S & REMARKET, INC.	
S & R MARKET, INC.	
(present name)	٠٧,

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 V OFFICERS AND DIRECTORS

AZIZEH F. ABUDAOUD President / Secretary Vicepresident / Treasurer

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 10, 1997
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
ZX.	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"
	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.
Signature	Signed this 10th day of February, 19 97
Signature	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR OR
	(By a director if adopted by the directors)
	OR C
	(By an incorporator if adopted by the incorporators)
	Maria Lidia QUiroz Typed or printed name
	President/Secretary/Vicepresident/ Treasurer