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RAMON REYES, P.A.
TAX AND ACCOUNTING SERVICE

215 W. 56 ST. • INCOME TAX SPECIALIST
HIALEAH, FL. 33012 • SMALL BUSINESS ACCOUNTING
PH. (305) - 822-0669 • INVESTMENT ADVISE

Sept. 30, 1997

Secretary of State
Division of Corporation

600002312166--2
-10/06/97--01046--012
*****43.75 *****43.75

Re: LA CANTINA RESTAURANT, INC.

Enclosed please find the original and one copy of the
Article of Amendment of the above corporation, together with
my check ithe amount of \$ 43.75

This represents the cost of filing fees and a Certificate
of Status

Very truly yours,

R. Reyes
Ramon Reyes

FILED
97 OCT -6 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 10/10

Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 OCT -6 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LA CANTINA RESTAURANT INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 NEW OFFICERS:

BERNARDO BERMUDEZ GUTIERREZ President 7267 NW 12 ST. MIAMI, FL 33126

ALINDA CENTENO TREASURER/ SECRETARY 8952 SW 142 AV. MIAMI, FL 33186 #1101

LUIS GUILLERMO PLANAS VICE-PRESIDENT 7267 NW 12 ST. MIAMI, FL 33126

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: 09/30/97

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.

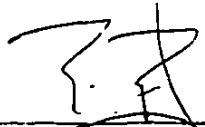
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"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 30th day of SEPTEMBER, 19 97.

Signature 
(By the Chairman or Vice Chairman of the Board of 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)

BERNARDO BERMUDEZ GUTIERREZ
Typed or printed name

PRESIDENT
Title