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Luis E. Diaz & Associates, P.A.
Attorney and Counselors at Law

4201 Southwest 11th Street
Miami, Florida 33134

Telephone: (305) 567-1900
Facsimile: (305) 446-1040

October 29, 1999

Attn: Corporate Records
Attn: Amendment Department
Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/05/99--01009--016
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation
of L'Excellence Bakery, Inc.

Dear Sir or Madam:

Enclosed please find an original and 1 copy of the Articles of Amendment to the Articles of Incorporation of L'Excellence Bakery, Inc. along with a check totalling \$35.00 payable to the Secretary of State. Please file same and submit to us a stamped copy in the attached pre-stamped, self-addressed envelope.

If you have any questions, please do not hesitate to call me at (305) 567-1900.

Sincerely,
Luis E. Diaz
Luis E. Diaz, Esq.

Enclosures

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DIVISION OF CORPORATIONS

Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE NOV 5 - 1999



Luis E. Diaz & Associates, P.A.
Attorney and Counselors at Law

4201 Southwest 11th Street
Miami, Florida 33134

Telephone: (305) 567-1900
Facsimile: (305) 446-1040

November 2, 1999


Ms. Susan Payne
Corporate Records
Amendment Department
Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation
of L'Excellence Bakery, Inc.

Dear Ms. Payne:

Pursuant to our telephone conference today, enclosed please find an original and 1 copy of the Articles of Amendment to the Articles of Incorporation of L'Excellence Bakery, Inc. which was accidentally omitted from my previous letter dated October 29, 1999.

Thank you for your attention and cooperation in this matter. If you have any questions, please do not hesitate to call me at (305) 567-1900.

Sincerely,

Luis E. Diaz, Esq.

Enclosures

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
L'EXCELLENCE BAKERY, INC.

Pursuant to the provisions of Section 607.1003, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendment(s) adopted: **JAVIER MARQUINA** is removed as (Director, President, Vice President, Secretary and/or Treasurer.

Second: Amendment(s) adopted: **MIDELNIS PEREIRA** is removed as (Director, President, Vice President, Secretary and/or Treasurer.

Third: The date of each amendment's adoption: October 29th, 1999.

Fourth: Adoption of Amendment(s):

_____ The Amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

_____ The Amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.

 X The Amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The Amendment(s) was/were adopted by the shareholders through voting groups.

The number of votes cast for the amendment(s) was/were sufficient for approval by _____.

Signed this 29th day of October, 1999.

By: Javier Marquina Acosta
JAVIER MARQUINA

By: Midelnis Pereira
MIDELNIS PEREIRA

Print Name: _____

JAVIER MARQUINA ACOSTA.

Print Name: _____

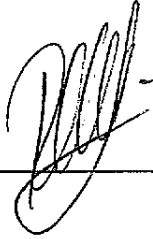
Midelnis Pereira

Vice President
Title

Tesoreiro.
Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: _____

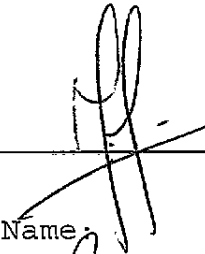


Print Name:

Reynold Stewart
REYNOLD STEWART

President.
Title

By: _____



Print Name:

Mayte Pereira
MAYTE PEREIRA

Secretary.
Title