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LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

800007510268--3

-09/04/02--01040--004

OFFICE USE ONLY

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

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

1. EMILY'S CAFE, CORP

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
2002 SEP -4 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 SEP -4 AM 11:25
STATE
TALLAHASSEE, FLORIDA

C. Coullatte SEP 04 2002

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

EMILY'S CAFÉ, CORP.

FILED
2002 SEP -4 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the Officers and Board of Directors of this corporation are:

Francisca S Arteaga	President and Director
3080 NW 29 th Street	
Miami, FL 33142	

REGISTERED AGENT

The new registered agent of this corporation shall be:

Francisca S Arteaga	
3080 NW 29 th Street	
Miami, FL 33142	

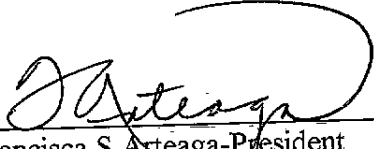
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption is July 31, 2002.

FOURTH: Adoption of the Amendment

There amendment was adopted by the shareholders, and the number of votes cast for the amendment was sufficient for approval.

Signed this 31st day of July 2002.


Francisca S Arteaga-President

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.


Francisca S Arteaga