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EXAMINER

AGUSTIN DE GOYTISOLO, P.A.

TELEPPHONE/FAX
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October 20, 2009

Division of Corporations
Personal & Confidential
Attention: Mr. Buck Kohl
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Rosas Venture Group Inc**, filing amended & restated articles of incorporation and application for DBA

Dear Buck:

Enclosed for filing please find duplicate (2) originals of the Amended & Restated Articles of Incorporation of the above named Florida corporation for profit, as I involuntarily omitted the "s' in its name Ventures, appreciating that once such Articles are filed, you order that a certified copy thereof are returned to the undersigned at your earliest opportunity. Likewise, included is a postage prepaid envelope for the return of the certified copy above mentioned, as well as a check payable to the Department of State in the amount of $133.75to covering these following fees as well as those of the DBA later mentioned, to wit:

Filing Fee	$35.00
Certified copy	8.75
Total	$43.75

Also enclosed in an Application for Registration of Fictitious Name for this corporation as **Maco's Pizza & Pasta**, incurring these fees:

Filing Fee	$50.00
Certified Copy	30.00
Certificate of Status	10.00
Total	$90.00

Awaiting to hear from you, if in doubt or if you need additional information, do not hesitate to call me, if in doubt. With best personal regards, I remain

Sincerely yours in Xto.

Agustin de Goytisolo

Enc. (5)

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ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF,
AND ITS RESTATEMENT AS,
ROSAS VENTURES GROUP, INC.

The undersigned, the incorporator as well as a director and acting secretary of **ROSAS VENTURE GROUP, Inc,** (the "Corporation"), the articles of incorporation of which were duly filed with the Florida Department of State (the "Department") on October 13th., A.D. 2009 and assigned document number P090000084639, by these presents executes acknowledges and files with such Department the following amendment amended **in toto** its original Articles of Incorporation, which Corporation hereinafter be governed by these Amended and Restated Articles of Incorporation (the "Articles") under the Florida Business Corporation Act (the "Act"), for the purpose of continuing to operate this Florida corporation under the Act, to wit:

ARTICLE I - NAME

The name of the corporation is **ROSAS VENTURES GROUP INC.**

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business or mailing address of the Corporation shall be located initially at 3001 Ponce de León Boulevard, # 211, Coral Gables FL 33134.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall commence its corporate existence on the date of filing of these articles of incorporation, and shall have perpetual existence thereafter, unless sooner dissolved.

ARTICLE IV - AUTHORIZED SHARES

The Corporation is authorized to issue one million (1,000,000) shares of common stock having a par value of One United States Dollar ($1.00), each entitled to one (1) vote per share.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial directors, who shall hold office until his successor has been elected and qualified, are:

Name of Director(s):	Director(s)' Address(es):
Jesús L. Rosas	Calle 52 y Elvira Méndez, Edif. Villar. 7o Piso, Buena Vista, Panama, Republic of Panama,
	Carlos Emilio Rosas Calle 52 y Elvira Méndez, Edif. Villar. 7o Piso, BuenaVista, Panama, Republic of Panama, and
Agustin de Goytisolo	600 Biltmore Way, # 1205, Coral Gables FL 33134.

ARTICLE VI - INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - INCORPORATOR

The subscriber to these Articles is Agustín de Goytisolo, whose address is 600 Biltmore Way, # 1205, Coral Gables FL 33134..

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 600 Biltmore Way, # 1205, Coral Gables FL 33134, and the name of the initial registered agent of the Corporation is Agustín de Goytisolo, Esq., that by these presents accepts his designation as the registered agent of the Corporation hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of our duties as such, and accepts the duties and obligations of section 607.0505, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Amended and Restated Articles of Incorporation in the City of Miami, State of Florida, on October 19th , A.D. 2009.



(SEAL)

AGUSTIN DE GOYTISOLO
Incorporator, Director and acting Secretary

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