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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/21/05

SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

PENTHOUSE II B
TWO ALHAMBRA PLAZA
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 446-5711
TELECOPIER (305) 446-5523

Via Federal Express

February 10, 2005

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Saral Publications, Inc.
Our File No.: 4514.06

Gentlemen:

Enclosed please find executed one original and one copy of the following documents:

1. Consent Action and Acknowledgment of Shareholders and Directors.
2. Articles of Amendment to Articles of Incorporation of Saral Publications, Inc.

We have enclosed our check for \$87.50 for the filing and the certified copies fees. Please return a certified copy of each of the documents filed in the enclosed pre-paid, pref-addressed Federal Express Airbill and envelope for your convenience.

If there are any questions, please feel free to call us.

Sincerely yours,


Thomas R. Spencer, Jr.

Enclosures
TRS:mmr

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SARAL PUBLICATIONS, INC.**

FILED
05 FEB 11 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes § 607.1006, this Florida profit corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Amendment adopted: ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 234,652. Such shares shall be of a single class, and shall have a par value of Ten Dollars (\$10.00) per share.

SECOND: The date of the amendment's adoption: October 1st, 2004.

THIRD: Adoption of Amendment:

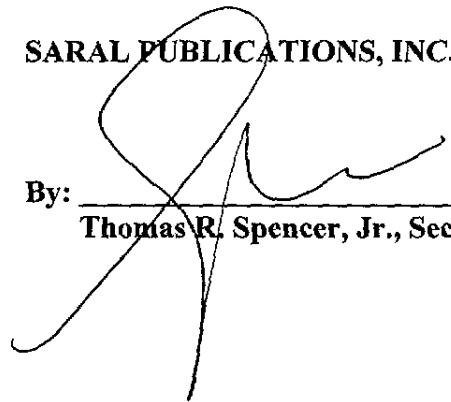
The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of October, 2004.

SARAL PUBLICATIONS, INC.

By: _____

Thomas R. Spencer, Jr., Secretary



**SARAL PUBLICATIONS, INC.
CONSENT ACTION AND ACKNOWLEDGEMENT OF
SHAREHOLDERS AND DIRECTORS**

The undersigned, being all of the Shareholders and Directors of SARAL PUBLICATIONS, INC., (the "Corporation"), acting pursuant to the By-Laws of the Corporation and the Florida Corporations Law, hereby consent to, adopt and order the following resolutions and actions:

RESOLVED, that the undersigned hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.

RESOLVED that the Corporation shall increase its stated capital by Five Hundred Eighty Six Thousand Five Hundred Forty Dollars (\$586,540.00 U.S. Dollars) divided into 58,685 shares of the par value of Ten Dollars (\$10.00) each.

RESOLVED that the Company has in the past borrowed the sum of Five Hundred Eighty Six Thousand Five Hundred Forty Dollars (\$586,540.00 U.S. Dollars) from its Shareholder Grupo Distribuidoras Intermex, S. A. de C. V. ("The Debt").

RESOLVED that the Company and its Shareholders Grupo Distribuidoras Intermex, S. A. de C.V., and Atmore Investment, A.V.V., acknowledge and agree that The Debt of Five Hundred Eighty Six Thousand Five Hundred Forty Dollars (\$586,540.00 U.S. Dollars) of the Company to Grupo Distribuidoras Intermex, S.A. de C. V. shall be exchanged for and contributed to the Company by Grupo Distribuidoras Intermex, S.A. de C. V. as an additional capital contribution. Share certificates shall be issued to reflect this transaction.

RESOLVED that the Corporation shall and hereby does increase its capital stock from 175,998 to 234,652 shares of the par value of Ten Dollars (\$10.00) each, in a single class of stock.

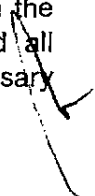
RESOLVED, the undersigned hereby consent to the following Amendment to its Articles of Incorporation:

"Amendment adopted to ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 234,652 shares. Such shares shall be of a single class, and shall have a par value of Ten Dollars (\$10.00) per share."

RESOLVED that the Directors and/or officers of the company shall take such further action as is necessary to make such capital contribution effective as of October 1st, 2004.

RESOLVED that they are hereby authorized and directed to execute and deliver, in the name and on behalf of the Company and under its seal or otherwise, any and all agreements, undertakings and any other instruments of documents as shall be necessary



or appropriate to carry out the intent and accomplish the purpose of this resolution, and that copies of this resolution shall be inserted in the minute book of this Company.

RESOLVED that this consent may be executed in any number of counterparts, each of which shall be deemed to be an original but all of which together shall be deemed to be one and the same Consent Action."

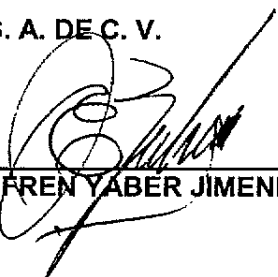
Executed this October 1st, 2004.

SHAREHOLDERS

GRUPO DISTRIBUIDORAS INTERMEX, S. A. DE C. V.

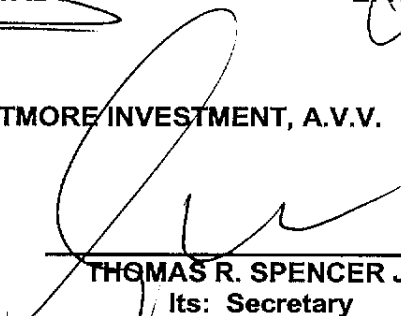
By: 

JULIO BARBA HURTADO

By: 

EFREN YABER JIMENEZ

ATMORE INVESTMENT, A.V.V.

By: 

THOMAS R. SPENCER JR.
Its: Secretary

DIRECTORS

By: 

ALEJANDRO PAILLES BOUCHEZ

By: 

SERGIO CARRERA DAVILA

By: 

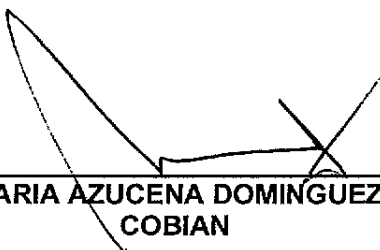
**ARMANDO GUILLERMO NAVA
GOMEZ-TAGLE**

By: 

JORGE LUTTEROTH ECHEGOYEN

By: 

JUAN SEBASTIAN MIRARES ORTEGA

By: 

**MARIA AZUCENA DOMINGUEZ
COBIAN**