

565535

Miami, November 24th, 1997

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

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-12/01/97--01100--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

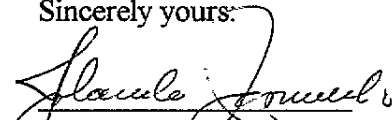
Gentlemen:

Enclosed please find ch., in the amount of \$ 35.00 dollars and the two copies of the amendment of Articles of Incorporation of: AGRO INDUSTRIAL, INC.

Please send the amendment to :

Y & A Professional Service, Inc.  
12360 S.W. 123 Ct., Suite 210  
Miami, Florida 33186

Sincerely yours:

  
Yolanda Jaramillo  
Accountant

OK  
565535  
amend  
HPY  
12-1-97

APPROVED  
AND  
FILED  
97 DEC -1 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
AGRO INDUSTRIAL, INC.**

All the Stockholders of AGRO INDUSTRIAL, INC. a Florida Corporation under its corporate seal and the hand of its President , Carlos Herrera-Castro, here by certify as follows:

**CLAUSE I**

That all the Shareholders of AGRO INDUSTRIAL, INC. in response to a call and notice of meeting, held on August 20, 1996 at 6832 N.W. 77 Court, Miami, Florida 33166, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles , VII and VIII of Incorporation to read as folloing:

**ARTICLE I  
NEW REGISTERED AGENT**

The new Registered Agent of the Corporation will be: Yolanda Jaramillo, located at 6832 N.W. 77 Court, Miami, Florida 33166

**ARTICLES VII AND VIII  
NEW BOARD OF DIRECTOR AND SHARES**

Upon motion duly made, was approved that CARLOS HERRERA AND ROSALBA HERRERA, resigned from the office of Directors of the Corporation, and the names of CARLOS HERRERA-CASTRO AND AGRO INDUSTRIAL VALENCIA CIA. LTDA. were appointed as officers of the Corporation.

The Capital Stock of the corporation consists of 5000 shares of \$ 1.00 dollar per value.

**Not been any other changes, the new Board of Directors will read as follows:**

NAME & TITLE:	ADDRESS:	SHARES
CARLOS HERRERA-CASTRO President	6832 N.W. 77 Ct. Miami, Fl. 33166	-40%-

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AGRO INDUSTRIAL VALENCIA  
CIA. LTDA.  
Director.

Venezuela

-60%-

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day August 20, 1996 at Miami, Florida -----

AGRO INDUSTRIAL, INC.  
a Florida Corporation

CARLOS HERRERA-CASTRO  
President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC - 1 AM 9:56

APPROVED  
AND  
FILED

STATE OF FLORIDA )

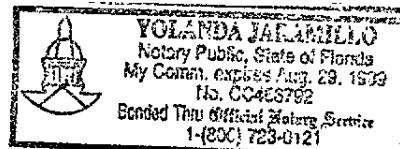
) S.S.

COUNTY OF DADE )

I HEREBY CERTIFY that on this day August 20, 1996 before me personally appeared the under signed authority Carlos Herrera-Castro as President of AGRO INDUSTRIAL, INC. and he acknowledged that he executed the foregoing amendment to the articles of Incorporation after having been duly authorized to do so.

WITNESS my hand and official seal, at Miami, Florida County

NOTARY PUBLIC



**CERTIFIED OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.


1.- The name of the corporation is:

AGRO INDUSTRIAL, INC.

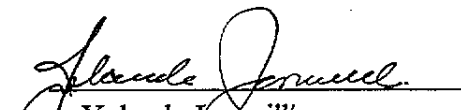
2.- The name of the address of the registered agent and office is:

Yolanda Jaramillo  
6832 N.W. 77 Ct.  
Miami, Fl. 33166

Signature.

  
CARLOS HERRERA-CASTRO  
PRESIDENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Yolanda Jaramillo  
REGISTERED AGENT