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7/07/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000012541 2))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: CEREALES Y CAFE VENCEDOR, INC.
AUDIT NUMBER.....H98000012541
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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DIVISION OF CORPORATIONS

Amendment

7/8/98

DC

7/07/98

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H98000012541

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CEREALES Y CAFE VENCEDOR, INC.

(present name)

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: (indicate article number(s) being amended, added or deleted)

ARTICLE VI : THE BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS. THE NUMBER OF DIRECTORS MAY BE INCREASE BY THE BY-LAWS FROM TIME TIME, BUT NEVER LESS THAN ONE (1) THE NAME AND ADDRESS OF THE DIRECTORS ARE:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MIGUEL A RIOS	PRESIDENT	3665 N. W. 48th. Terrace Miami, Fl. 33142
SANDRO D. RIOS	VICE PRESIDENT SECRETARY - TREASURER	3665 N. W. 48th. Terrace 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:

PREPARED BY: MIGUEL A RIOS
3665 N.W. 48th. Terrace
Miami, Fl. 33142
(305)662-9626

H98000012541

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THIRD: The date of each amendment's adoption: 07/03/98

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

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

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 3rd of JULY, 19 98

Signature 

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MIGUEL A RIOS

Typed or printed name

PRESIDENT

Title

H98000012541