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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: WINNIE & CELINA, INC.
AUDIT NUMBER......H97000003502
DOC TYPE..........BASIC AMENDMENT
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WINNIE & CELINA, INC.

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Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

1. CELINA B. MENDIBLE hereby resigns as Secretary, Treasurer and Director of the corporation.

2. WINNIE I. McCARTHY was elected Secretary and Director in her stead, and shall remain as President of the corporation. His address is: 2035-37 Hollywood Blvd., Hollywood, FL 33020.

3. SUE ANN McCARTHY was elected Vice-President, Treasurer and Director of the corporation and her address is: 2035-7 Hollywood Blvd., Hollywood, FL 33020.

4. The address for the principal place of business and the mailing address of the corporation shall be: 2035-2037 Hollywood Blvd., Hollywood, FL 33020.

5. DANIEL JOSHUA MENDIBLE resigned as Secretary and Treasurer of the corporation.

6. WINNIE I. McCARTHY resigned as registered agent and LOUIS J. TERMINELLO, ESQ. was appointed registered agent in his stead at: CHADROFF, TERMINELLO & TERMINELLO, 2700 S.W. 37th Avenue, Miami, FL 33133.

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SECOND: The date of each amendment's adoption: February 27, 1997

THIRD: Adoption of Amendment(s) (check one)

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

___ 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).)

PREPARED BY: Nancy Terminello
2700 SW 37 Ave
Miami, Fl 33133
305-444-5002
FBN. 897744

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

Signed this 27th day of February, 1997.

WINNIE & CELINA, INC.
(Corporation Name)

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

(A director or incorporator if adopted by the directors or incorporators)

WINNIE I. McCARTHY
(Typed or printed name)

President, Director
(Title)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WINNIE & CELINA, INC., at CHADROFF, TERMINELLO & TERMINELLO, 2700 S.W. 37th Avenue, Miami, FL 33133, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

____
LOUIS J. TERMINELLO
REGISTERED AGENT

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