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JANUARY 5TH, 1996

MINUTES OF SHAREHOLDERS MEETINGS

AT 1237 NORTH MIAMI AVE.. , MIAMI FLORIDA

ON JANUARY 5TH 1996

MEETING WAS HELD TO RATIFY THE ELECTION OF THE BOARD OF DIRECTORS BY MR. JAIME MORENO OWNER OF 100 % OF ALL THE ISSUED AND OUTSTANDING STOCK OF CBR RESTAURANT SUPPLIES INC.

AS THE BY-LAWS REQUIRE THAT THE CORPORATION SHALL HAVE NOT LESS THAN ONE DIRECTOR, JAIME MOREN**G**, OWNER OF 100 % OF ALL THE ISSUED AND OUTSTANDING COMMON STOCK, A TOTAL OF 100 SHARES, HEREBY ACCEPT THE RESIGNATION OF MARTHA BERNEY

AS DIRECTOR, PRESIDENT AND SECRETARY AND REYNALDO BERNEY AS DIRECTOR AND VICE-PRESIDENT AND DULY ELECTS AND QUALIFIES THE FOLLOWING AS THE ONLY MEMBER OF THE BOARD OF DIRECTORS OF CBR RESTAURANT SUPPLIES INC.

MARIO E. MORENO 3440 NE. 192ND ST AVENTURA FL 33180 UNIT A APT 5B

THIS DIRECTOR SHALL HOLD OFFICE FOR ONE YEAR, OR UNTIL HIS SUCCESOR HAS BEEN DULY ELECTED AND QUALIFIED. THE NEXT ORDER OF BUSINESS WAS THE NOMINATION AND ELECTION OF OFFICER OF THE CORPORATION. THE FOLLOWING PERSON WAS NOMINATED AND DULY ELECTED BY THE BOARD OF DIECTORS TO SERVE AS OFFICER OF THE CORPORATION UNTIL HIS SUCCESSOR HAS BEEN ELECTED AND QUALIFIED:

MARIO E. MORENO WAS ELECTED SECRETARY, AND PRESIDENT OF THE CORPORATION.

WITH NO FURTHER BUSINESS TO ATTEND, THE MEETING WAS ADJURNED.

MARIO E. MORENO

SECRETARY