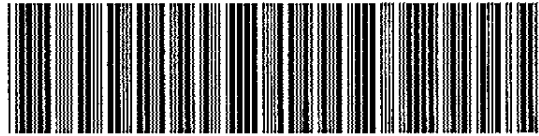


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*Amended &
Restated*

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INC.**

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Amend

1.) D'Neme Imports, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

AMENDMENT TO AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
D' NEME IMPORTS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole Directors and Stockholder of D' NEME IMPORTS, INC., a Florida corporation, acting pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, do hereby amend and restate the Articles of Incorporation of the corporation as originally filed with the Office of the Secretary of State of the State of Florida. The corporation was originally incorporated on May 16, 1988, under the name D' NEME IMPORTS, INC.

- A. The Articles of Incorporation have not been previously amended.
- B. These Restated Articles of Incorporation have been adopted in accordance with Section 607.1007 of the Florida Statutes.
- C. Effective upon the date of filing with the Secretary of State of the State of Florida, the Articles of Incorporation of D' NEME IMPORTS, INC. are as follows:

"ARTICLE I
NAME

The name of this corporation is D' NEME IMPORTS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every aspect of corporate business.

ARTICLE III,
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share and one thousand nine hundred (1,900) shares of NON VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share which shall have no voting rights. Aside from the difference in voting rights, the VOTING COMMON STOCK and NON VOTING COMMON STOCK are, in all respects, identical.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
INDEMNITY

The corporation shall indemnify any officer, director or employee, or any former officer, director or employee to the fullest extent permitted by law.

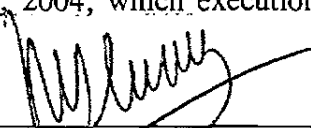
ARTICLE VI
BY-LAWS

The power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and directors of the Corporation in the manner set forth in the By-Laws.

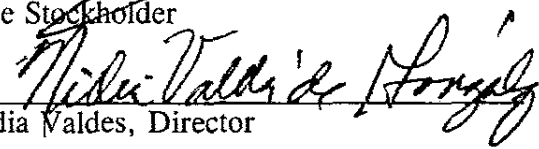
ARTICLE VII
DIRECTORS

The Corporation shall never have fewer than one (1) Director. The number may be increased to not more than three (3) Directors in the manner set forth in the By-Laws."

This Amendment and Restatement was executed by the Directors and sole Stockholder of the corporation on the 2 day of March, 2004, which execution shall constitute adoption.



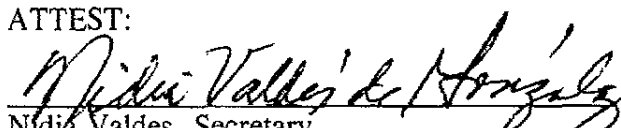
Nemesio Gonzalez, Director and
Sole Stockholder



Nidia Valdes, Director

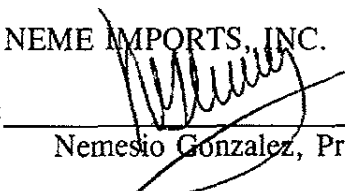
IN WITNESS WHEREOF, D' NEME IMPORTS, INC. has caused this Amendment and Restatement of its Articles of Incorporation to be executed by its President and Secretary this 2 day of March 2004.

ATTEST:



Nidia Valdes, Secretary
Secretary (Corporate Seal)

D' NEME IMPORTS, INC.

By: 

Nemesio Gonzalez, President