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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

BETSY ROSS LOUNGE & RESTAURANT CORP.

Certificate of Status	0
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Amendment
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BETSY ROSS LOUNGE & RESTAURANT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 or deleted)

AMENDED MODIFICATION:

Article IX - Officers: The Officers of this corporation shall be:

Otten Rodriguez	President
Doris Condom	Treasure

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:

MODIFIED FROM

Article IX - Officers: The Officers of this corporation shall be:

Luis Fernando Villalba	President
Otten Rodriguez	Treasure

THIRD: The date of each amendment's adoption Tuesday, September 19, 2000.

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

Document prepared by:
Angel Francisco Condom, Esq.
2134 NW 39th Avenue
Miami, Florida 33172
Tel.: 303-594-8673
Bar No.: 0018686

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X 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 incorporator
without shareholder action and shareholder action was
not required.

Signed this 19th day of September 2000.

Signature: _____

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

Typed or printed name
Angel Francisco Córdon, Secretary

Document prepared by:
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