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BASIC AMENDMENT

MIAMI DISTRIBUTORS, INC.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$35.00

AMEND
KRP 1-8-01

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MIAMI DISTRIBUTORS, INC., a Florida Corporation**

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

FIRST:

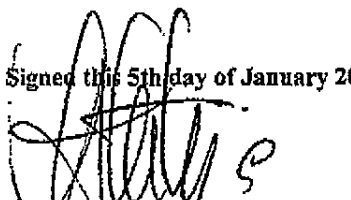
ARTICLE VI should read as follows: OVIDIO PENA, Director *1762 Coral Way Miami, FL. 33145*
(Directors) RAFAEL GAROFALO, Director
YAZMIN CANTERA, Director
ARTURO COBO, Director
EDUARDO CANTERA, Director

ARTICLE VII should read as follows: OVIDIO PENA, President *1762 Coral Way Miami, FL. 33145*
(Officers) RAFAEL GAROFALO, Vice President
YAZMIN CANTERA, Secretary, Treasurer

SECOND: The date of each amendment's adoption: January 5, 2001

THIRD: The shareholders approved the amendments. The number of votes cast for the amendments were sufficient for approval.

Signed this 5th day of January 2001.


YAZMIN CANTERA, Secretary

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