Mary Bees, Inc 7240 S.W. 53rd Avenue Miami, FL 33143

Phys. 200000075

Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: Mary Bees, Inc.

800003907698--1 -03/23/01--010/0--001 ******52.50 ******52.50

Dear Sirs:

Enclosed please find an amendment to the Articles of Incorporation for Mary Bees, Inc. Also enclosed is a check for \$52.50 payable to the Department of State. Please send me a certified copy of the amendment and a certificate of status.

Sincerely,

Mary M. Carroll

Enclosures

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SECRETARY OF STATE
VALLAHASSEE. FLORED.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Mary Bees, Inc.

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 6 SHAREHOLDERS
ARTICLE 7 DIRECTORS AND OFFICERS



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:

ART. 6 - FIFTY (50) SHARES TRANSFERRED TO JLDIKO
MCWHORTER.OF 3419 ANDERSON, CORAL GABLES
FLORIDA 33134

ART. 7 - ILDIKO MCWHORTER IS ADDED TO BOARD OF DIRECTORS. TITLES INCLUDE VICE PRESIDENT AND SECRETARY.

THIRD:	The date of each amendment's adoption: March 137, 2001.
	: Adoption of Amendment(s) (CHECK ONE)
	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):
,	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	, Young group
Þ	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 incorporators without shareholder action and shareholder action was not required.
Signatū	Signed this 13th day of March 2001 ARR 23 To the Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators)
	Typed or printed name
	Title
	THE