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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Miami Beach Produce, Corp.

(Present Name)

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, added or deleted)

Delete: Article VI-Director Daniel Alvarez 375 Fairway Drive Miami Beach, FL 33141

Add: Article VI-Director Juan Carlos Saravia Director Claudio Vazquez 2821 NE 163rd St. #5M North Miami, Fl 33160

SECOND: If an amendment provides for an exchange, reclassification²⁺ or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 4-7-01

FOURTH: Adoption of Amendment(s) (Check One)

<u>xx</u> 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.

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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 ______."

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.

_April_____, _2001___. Signed this day_07__0f__. Signature.

(By the Chairman or Vice 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)

ANIEL ALVAREZ

Typed or printed name

President

Title

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