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BASIC AMENDMENT

TROPICAL PARADISE CAFE, INC.

Certificate of Status	0
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Page Count	03
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Amendment

7/26/01

7/26/01 10:15 AM

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TROPICAL PARADISE CAFÉ, INC.

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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 adopted: Exchange
Article VI
Article VIII

Article VI DIRECTORS

NAME	ADDRESS
Marcia Rodriguez President-Treasurer	3157 Commodore Plaza Coconut Grove, FL 33133
Jose Gregorio Graterol Vice President-Secretary	3157 Commodore Plaza Coconut Grove, FL 33133

Article VIII SUBSCRIBERS

NAME	ADDRESS	SHARES
Marcia Rodriguez	3157 Commodore Plaza Coconut Grove, FL 33133	51%
Jose Gregorio Graterol	3157 Commodore Plaza Coconut Grove, FL 33133	49%

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
5545 S.W. 8 ST Ste 107
MIAMI, FL 33134
TEL: (305) 265-1566

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SECOND: The date of each amendment's adoption July 25, 2001

THIRD: Adoption of Amendment

(X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.

() The amendment 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:

"The number of votes cast for the amendment was/were sufficient for approval by .


() The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.

() The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 25 day of July , 2001.

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Signature


Marcia Rodriguez
President