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Division of Corporations

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Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

: (305)634-3694

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BASIC AMENDMENT

SHAKIRA IMPORT EXPORT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43,75

Lof 2

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 25, 2001

SHAKIRA IMPORT EXPORT, INC. 7635 NW 27 AVE MIAMI, FL 33147

SUBJECT: SHAKIRA IMPORT EXPORT, INC.

REF: P01000025742

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

THE SIGNOR'S TITLE MUST INCLUDE "INCORPORATOR" TO MATCH THE BOX CHECKED IN PART FOURTE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson Corporate Specialist

FAX Aud. #: H01000109465 Letter Number: 301A00058727

ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION OF

SHAKIRA IMPORT EXPORT, INC.

(present name)

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

FIRST:

Amendment (s) adopted: Indicate article number(s) being amended, added or

deleted

ARTICLE VII, Shall be amended as follows:

The board of Directors of the Corporation will be amended to:

WILFREDO GARCIA

PRESIDENT

7635 NW 27 Avenue Miami, Florida 33147

JUAN A. LOPEZ 7635 NW 27 Avenue Miami, Florida 33147

VICE PRESIDENT/SECRETARY

ARTICLE IX. Shareholders will be amended as follows:

WILFREDO GARCIA

50 % Shareholder

7635 NW 27 Avenue

Miami, Florida 33147

50 % Shareholder

JUAN A. LOPEZ 7635 NW 27 Avenue Miami, Florida 33165

The amended name and address of registered agent is:

WILFREDO GARCIA 1688 Coral Way Miami, Florida 33145

Prepared by: FAUSTINO J. RODRIGUEZ Vares Inc. 1688 SW 22rd Street Miami, FL 33145 305-285-8868

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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:

THIRD: The date of each amendment's adoption: 10-23-2001.

FOURTH: 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 adopted approved by the shareholders through

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 incorporators without shareholder action and shareholder action was not required.

Signed this 23th day of October, 2001

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)

(By an incorporator if adopted by the incorporators)

11____

Wilfredo Garcia, Fresident / Incorporator

EMPIRE CORP

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voting groups.

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CERTIFICATE OF AKNOWLEDGMENT OF REGISTERED AGENT FOR SERVICE AND PROCESS WITHIN THE STATE OF FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That: SHAKIRA IMPORT EXPORT, INC.

is qualified to do business under the laws of the State of Florida, with it's REGISTERED OFFICE at:

1688 CORAL WAY MIAMI, FL 33145 305-285-8868

and has appointed: WILFREDO GARCIA

As it's agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping office said office.

WILFREDO GARCIA Registered Agent

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