

P01000038490

- Havana Nights Distributors
7295 New Ce 4th St. Bay 4
- Miami, FL 33166

FILED

01 OCT -1 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #) **700004519407--5**
-10/01/01--01114--002
*****43.75 *****43.75
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

*Amend
10-8-01
PMS*

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

01 OCT -1 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Havana Nights Distributors, Inc.
(present name)

P01000038490

(Document Number of Corporation (If known))

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 IV shares: Amendment with deletions and additions

The number of shares of stock is: 100, Armando Barba and Felix Rosario have resigned as officers and therefore retain zero shares of stock and have no further interest in this corporation as of 9/27/01. The shares will now be distributed as follows:

Jorge Alvarez, President retains 50 shares of stock
Melissa Alvarez, Vice President retains 50 shares of stock

Article V Initial Officers/Directors - Amendment with deletions and additions

Armando Barba has resigned on 9/27/01 as Vice President and retains zero stocks and has no further interest in this corporation. Felix Rosario has resigned as secretary on 9/27/01 and retains zero stocks and has no further interest in this corporation. As of 9/27/01 the officers and Directors of Havana Nights Distributors is as follows:
Jorge Alvarez, President - retains 50 shares of stock
Melissa Alvarez, Vice President - retains 50 shares of stock

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:

All stocks previously issued to Armando Barba and Felix Rosario have been cancelled as of 9/27/01 and reissued to Jorge Alvarez, president and Melissa Alvarez, new vice president.

THIRD: The date of each amendment's adoption: September 27, 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.

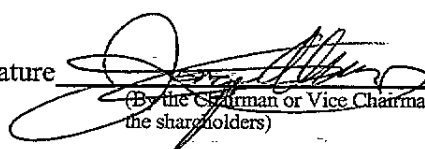
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(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 27 day of September, 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)

OR

(By an incorporator if adopted by the incorporators)

Jorge Alvarez
(Typed or printed name)

President
(Title)