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FLORIDA

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EXPRESS CORPORATE FILING SERVICE INC.

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1000 PONCE DE LEON BLVD. STE: 101

(Address)

CORAL GABLES, FL 33134 305-444-4994

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. Coronel Supermarket of Miami, Inc
(Corporation Name) (Document #) Coronel
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS

NEW FILINGS	
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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****35.00 *****35.00

Examiner's Initials

DR

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CORONEL SUPERMARKET OF MIAMI, INC.

FILED
01 MAY 22 PM 3 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES,
THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS
ARTICLES OF INCORPORATION:

AMENDMENT ARTICLE VII:

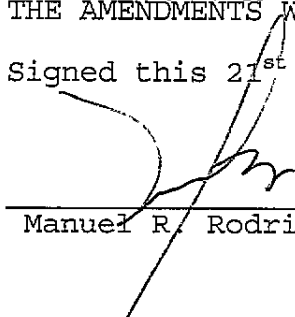
THE NAMES AND ADDRESSES OF THE CORPORATE OFFICERS AND DIRECTORS
ARE CHANGED TO:

NAME	TITLE	ADDRESS
MANUEL R. RODRIGUEZ	PRES./SEC./D	5175 S.W. 8 th Street Miami, Fl. 33134

THESE ARTICLES OF AMENDMENT WERE ADOPTED ON THE 21st DAY OF
May, 2001.

THE AMENDMENTS WERE APPROVED UNANIMOUSLY BY THE SHAREHOLDERS.

Signed this 21st day of May, 2001.


Manuel R. Rodriguez, President