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PLEASE REPLY TO MIAMI

September 4, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Barberis, Grillo, Moya Enterprises, Inc.

700004578207--8
-09/10/01--01085--018
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed are Amended and Restated Articles of Incorporation with respect to the above-captioned corporation, changing the corporate name and address together with our firm's check in the amount of \$35.00 to cover the filing fee.

Sincerely,


JONATHAN A. HELLER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated

T. LEWIS SEP 17 2001

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BARBERIS, GRILLO, MOYA ENTERPRISES, INC.**

Pursuant to §607.1007 of the Florida Statutes, Barberis, Grillo, Moya Enterprises, Inc., a Florida corporation (the "Corporation"), certifies that:

- (1) The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on May 14, 2001; and
- (2) The Articles of Incorporation of the Corporation are amended and restated as follows:

**ARTICLE I
NAME**

The name of the Corporation is amended to **GRILLO & MOYA ENTERPRISES, INC.**

**ARTICLE II
DURATION**

This Corporation shall continue its existence perpetually.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

This corporation is authorized to issue preferred shares in such classes and in such amounts and with such par values as shall be determined by the board of directors of the corporation by a majority vote at a special meeting held for the purpose of issuing such shares. The preferred shares shall have such preferences as to the payment of, and entitlement to such percentage of, the dividends of the corporation as shall be determined by the board of directors at the aforesaid special meeting. The classes of such preferred shares shall have such preferences in the assets of the corporation over other classes of shares

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TALLAHASSEE, FLORIDA

upon the voluntary or involuntary liquidation of the corporation as the board of directors shall enact at such meeting. At such meeting, the Articles of Incorporation of this corporation shall be amended and the enacted resolution shall be recorded with the Secretary of State of Florida prior to the issuance of any such shares. The board of directors of the corporation is expressly authorized and empowered to establish the series and classes of preferred shares and to affix and determine the variations and the relative rights and preferences as between series and the board of directors shall have the authority to divide any or all such classes into series and to fix and determine the relative rights and preferences of the shares of any series so established. The holders of preferred shares of the corporation shall have no voting rights except as expressly required by Florida law.

**ARTICLE FIVE
PRINCIPAL OFFICE AND
REGISTERED OFFICE AND AGENT**

The street address of the principal office is 45 East Flagler Street, Miami, Florida 33132 and the mailing address of the corporation is 9970 S.W. 28th Street, Miami, Florida 33165. The street address of the registered agent of this corporation is: 45 East Flagler Street, Miami, Florida 33132. The name of the registered agent of this corporation at that address is: Angela X. Grillo.

**ARTICLE SIX
OFFICERS AND DIRECTORS**

The officers and directors of this corporation are:

Reinaldo L. Moya, President
45 East Flagler Street
Miami, Florida 33132

Angela X. Grillo, Secretary
45 East Flagler Street
Miami, Florida 33132

**ARTICLE SEVEN
INCORPORATORS**

The name and address of the person signing these Articles is: Reinaldo L. Moya, 45 East Flagler Street, Miami, Florida 33132.

**ARTICLE EIGHT
BY-LAWS**

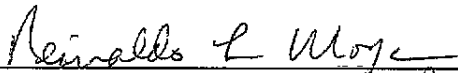
The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by the board of directors.

**ARTICLE NINE
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the board of directors and the holders of the common stock of the corporation. Preferred shareholders shall have no right to vote upon amendments to the Articles of Incorporation except as specifically required by Florida law.

These Restated Articles of Incorporation were adopted by the Board of Directors of this corporation on August 30, 2001. The Shareholders unanimously approved this amendment on August 30, 2001.

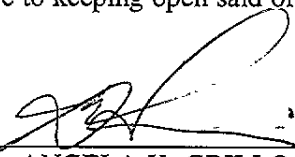
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 4th day of September, 2001.



REINALDO L. MOYA - President

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.



ANGELA X. GRILLO