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BASIC AMENDMENT

FLORIDA FRESH INTERNATIONAL, INC.

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**ARTICLES OF AMENDMENT
OF
FLORIDA FRESH INTERNATIONAL, INC.**

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: CHANGE OF ARTICLE VII

ARMANDO SOTOLONGO
9283 SW 169TH AVENUE
MIAMI, FLORIDA 33196


Should be DELETED as DIRECTOR

SECOND: This amendment shall be effective from August 29th, 2005.
The resting Articles shall remain unaltered.

THIRD: The Board of Directors approved the amendment adopted. The number of votes cast for this amendment were sufficient for approval and shareholders' action was not required.

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Signed this 29th day of August, 2005.


ARMANDO SOTOLONGO