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JUN-13-2002	12:50	EMPIRE CORP	305 541 3770	P.02/03
		102000 152177		(3)
*		ARTICLES OF AMENDMENT		U
		TO ARTICLES OF INCORPORATION		
		OF	TALL	
	•	FRAGA & FERNANDEZ ENTERPRISES INC	ARE	
	·	PRAGA & FERNANDEZ ENTERPRISES INC	SEE	E E
		(present name)		5. 12
		P01000057667 (Document Number of Corporation (If known)		6 DP DP

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 VII:

To DELETE Maria Sol Fernandez as president of Fraga & Fernandez Enterprises Inc.

To DELETE Guillermo Fraga as VP of Fraga & Fernandez Enterprises Inc

To ADD Guillerno Fraga as President OF Fraga & Fernandez Enterprises Inc.

To ADD Luis Bofill as Director of Frags & Fernandez Enterprises Inc 394 Giralda Ave Coral Gables, Fl 33134

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:

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THIRD:	The date of each amendment's adoption: June 13, 2002			
FOURTH	: Adoption of Amendment(s) (CHECK ONE)			
Ð				
	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 was not required. The amendment(s) was/were adopted is a single and the shareholder of the state of the single amendment is the single action of the sing			
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
Signed this 13 ay of June				
(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by				
(y i adopted by			
OR				
	(By a director if adopted by the directors)			
	ÔR.			
	(By an incorporator if adopted by the incorporators)			
(Typed or primed name)				
President-Incorporator				
(Title)				

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