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

1. 119 STREET GROCERY, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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<input type="checkbox"/>	Domestication
<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
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Owner's Initials

AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
119 STREET GROCERY, INC.

FILED  
2003 MAY 19 PM 12:34  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*119 STREET GROCERY, INC. a Florida Corporation under its Corporate Seal the hands of it President MARIA ELENA SANTANA and its Secretary, MARIA ELENA SANTANA, hereby Certify as follows:*

CLAUSE I

*That all the shareholders of 119 STREET GROCERY, INC. in response to a call and notice of meeting held on Sixteenth day of May 2003 at 3:00 P.M. at 1670 N W 119<sup>TH</sup> ST , Miami Florida 33167 County of Miami-Dade. All of the Shareholders were present and was submitted a Resolution that was approved by the Board of Directors and all the stockholders, adopting amending Articles VII and VIII of the Articles of Corporation.*

ARTICLE VII

*On motion duly made and approved by all the stockholders and the Board of Directors. MARIA ELENA SANTANA sale to SANTA RAMIREZ Five Thousand (5000) shares or Stock and rescinded as President . On the same motion SANTA RAMIREZ was elected and qualified as President/Secretary/Treasurer Director and members of the Board of Directors No other names being proposed the meeting was closed. The Secretary announces the result of the vote as follows:*

NAME	ADDRESS	TITTLE
SANTA RAMIREZ	11050 N W 17 <sup>TH</sup> AVE Miami, FL 33167 Miami, FL 33167	PRESIDENT
SANTA RAMIREZ	11050 N. W. 17 <sup>th</sup> Ave Miami FL 33167	SECRETARY TREASURER

ARTICLE VIII

*The shares of Capitol Stocks of this Corporation shall be issue to the following's persons:*

NAME	ADDRESS	SHARES
SANTA RAMIREZ	11050 N. W. 17 <sup>th</sup> Ave Miami FL 33167	5000

IN WILDNESS WHEREOF, the Corporation has caused this amendment to Articles of Incorporation to be executed for it, and its name by its President and Attested to by its Secretary/Treasurer both of whom have full power and instructions and authority to do so and its Corporate Seal to be hereunto affixed on the City of Miami, County of Dade State of Florida this Sixteenth day of May 2003.

119 STREET GROCERY, INC.

  
MARIA ELENA SANTANA  
PRESIDENT

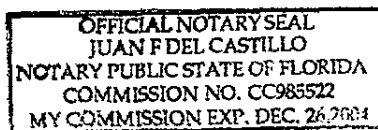
ATTESTED:


  
MARIA ELENA SANTANA  
SECRETARY

STATE OF FLORIDA           )  
  ) SS  
COUNTY OF MIAMI DADE   )

I HEREBY CERTIFY: That on this Sixteenth day of May, 2003 personally appeared before me MARIA ELENA SANTANA as PRESIDENT and MARIA ELENA SANTANA SECRETARY of 119 STREET GROCERY, INC. who respectively acknowledged that they executed the foregoing amendment of VII and VIII Articles of Corporation after having been duly authorized to do so.

WITNESS: My hand and official Seal at City of Miami, County of Dade, State of Florida this Sixteenth day of May 2003.



  
JUAN F. DEL CASTILLO  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

COMMISSION NUMBER CC985522:  
MY COMMISSION EXP. DEC./26/2004