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THEN OF CORPORATED

BASIC AMENDMENT

PONELOYA NICARAGUAN CUISINE, INC.

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1/1/23/04

ARTICLE OF AMENDMENT.

TO ARTICLE OF INCORPORATION

OF

PONELOYA NICARAGUAN CUISINE, INC.

Pursuant to the provisions of section 607. 1006, Florida Statutes the undersigned Corporation adopts the following Articles of amendment to its article of Incorporation.

FIRST: Amendment(s) adopted:

ARTICLE -NINE-BOARD OF OFFICER(S) DIRECTOR(S)

DELETE:

FRANCIS L. ROMERO
President/T 50% Of Shares

FLORA MARIA MAIRENA Secretary 50% Of Shares 9461 SW 7th LANE MIAMI, FL 33174.

9461 SW 7th LANE MIAMI, FL 33174.

ADDITION:

AMPARO CISNE

President 70% of Shares

CLAUDIA C. TELLEZ Vice-President 30% of Shares 1630 SW 98th AVENUE MIAMI, FL 33165.

1630 SW 98th AVENUE MIAMI, FL 33165.

NEW REGISTER AGENT

AMPARO CISNE

1630 SW 98th AVENUE MIAMI, FL 33165

SECOND: The date of adoption of the amendment(s) was: SEPTEMBER 22, 2004

THIRD: Adoption of amendment(s):

[x] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

[J] The amendment(s) was/were approved by the shareholders through voting group. 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

[J] The amendment(s) was/were adopted by board of directors without shareholders action and shareholders action was not required.

[J] The amendment(s) was /were adopted by incorporators without shareholders action and shareholders action was not required.

Signed this 22nd day of September, 2004.

Signature:____

(By the Chairman or Vice-Chairman of the Board of Directors President or other Officer if adopted by the shareholders.)

OR.

(By a Director if adopted by the Directors)

OR.

(By an incorporator if adopted by the incorporator)

AMPARO CISNE

<u>Numo</u> Fresident Director Title.