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BASIC AMENDMENT

UNIVERSAL GROCERIES WHOLESALE, INC.

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TAX HOUSE CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Universal Groceries Wholesale, Inc.

(Present name)

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:

December 27, 2001.

First: Amendment(s) adopted: AMENDED.

ARTICLE XV - BOARD OF DIRECTORS

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.

H01000124674 2**First: Articles Amended****ARTICLE XV - BOARD OF DIRECTORS**

This Corporation now has one (1) Officer. The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronaldo Antunes Freitas President	4100 N Powerline Rd. Bay #D3 Pompano Beach, FL 33073

Second: The date of adoption of the amendments.

The date of adoption of the amendments was 12/27/01.

Third: Adoption of Amendment.

The amendments were adopted by the shareholders.

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this 20th day of December, 2001.

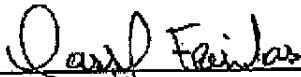


Signature

Ronaldo Antunes Freitas

President

The resigning officer of this corporation, resigning on this date, is:



Signature

Cassia Freitas

Director/Secretary