

P02000001889

Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0380

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**BASIC AMENDMENT
HABANOS. SA. CORP.**

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DIVISION OF CORPORATIONS

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T BROWN AUG 14 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 14, 2002

HABANOS. SA. CORP.
3810 SW 8TH STREET
CORAL GABLES, FL 33134

SUBJECT: HABANOS. SA. CORP.
REF: P02000001889

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Teresa Brown
Corporate Specialist

FAX Aud. #: H02000180425
Letter Number: 702A00048111

ARTICLES OF AMENDMENT
OF

HABANOS. SA. CORP.

FILED
02 AUG 14 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006 Florida Statutes, this corporation adopted the following articles of amendment to its articles of incorporation:

AMENDMENTS ADOPTED

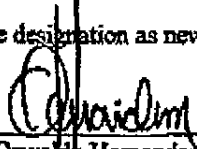
Date of Amendments Adopted: August 7, 2002

FIRST: ARTICLE V. REGISTERED OFFICER & AGENT

ADD: OSWALDO HERNANDEZ 13900 LAKES Ct.
New registered Agent Miami Lakes, FL 33014

DELETE: JORGE L. SALAS

I, Oswaldo Hernandez, accept the designation as new registered agent of: HABANOS. SA. CORP.


Oswaldo Hernandez
Registered Agent

SECOND: ARTICLE VI: OFFICERS & DIRECTORS

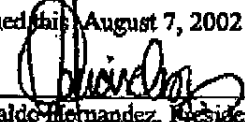
The new Officers and Directors of the Corporation shall be:

ADD: OSWALDO HERNANDEZ - 100%
President
13900 Lakes Ct.
Miami Lakes, FL 33014

DELETE: JORGE L. SALAS
13630 SW 23rd Terrace
Miami, FL 33175

THIRD: The date of Amendment's adoption May 29, 2002.

FOURTH: Adoption of Amendment(s) (check one)
(X) The amendment(s) was/were adopted by the Shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval

Signed this August 7, 2002

Oswaldo Hernandez, President

Prepared by: M & M Services Group, P.A.
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