THE LAW OFFICES OF

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February 26, 2002

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Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314

RE:

P02000014984

February 8, 2002

To Whom It May Concern:

Please be advised that Benegas Lynch Vineyards & Winery, Inc., is filing an amendment to its Articles of Incorporation. Please find enclosed amendment.

Also, find enclosed a check made payable to: Department of State, in the amount of \$43.75. This amount reflects the \$35.00 amendment fee, plus a certified copy of the amendment in the amount of \$8.75.

Please do not hesitate to contact our offices at the following address for any further questions or comments:

> Charles T. Mantei, Esq. The White Building One NE Second Avenue Suite 200

Miami, FL 33132

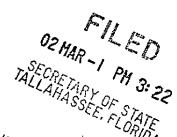
(786)425-3771 Fax: (305)358/2503

> Charles T' Mantei Attorney at Law

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The White Building One NE 2nd Ave., Suite 200 Miami, Florida 33132

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION



(present name)

PO200014984 (Document Number of Corporation (If known)

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 III:

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL PURPOSE

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:

THIRD: The	date of each amendment's adoption: 22502
FOURTH: A	doption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	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 and shareholder action was not required.
쩞	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
;	Signed this 26th day of February, 2002.
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 incorporators)
	Charles T. Martel (Typed or printed name)
	INCORPORATOR (Title)