

PO 2000040870

(Requestor's Name)

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(City/State/Zip/Phone #)

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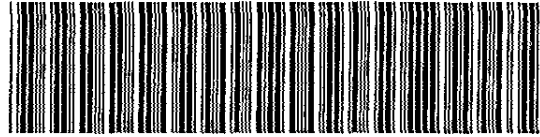
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
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Luis E. Diaz & Associates, P.A.
Attorney and Counselors at Law

4201 Southwest 11th Street
Miami, Florida 33134

Telephone: (305) 567-1900
Facsimile: (305) 446-1040

February 13, 2004

Via Certified Mail - 7002 0510 0001 2627 1901

Attn: Corporate Records
Attn: Amendment Department
Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Articles of Amendment to Articles of Incorporation
of Super Pan, Coffee Corp.**

Dear Sir or Madam:

Enclosed please find an original and 1 copy of the Articles of Amendment to the Articles of Incorporation of Super Pan Coffee Corp. Also included is an original and 1 copy of the Certificate Designating the Address and Agent Upon Whom Process May be Served along with a check totalling \$35.00 payable to the Secretary of State. Please file same and submit to us a stamped copy in the attached pre-stamped, self-addressed envelope.

If you have any questions, please do not hesitate to call me at (305) 567-1900.

Sincerely,

Luis E. Diaz, Esq.

Enclosures

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CLERK OF THE COURT
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
SUPER PAN, COFFEE CORP.

Pursuant to the provisions of Section 607.1003, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendment(s) adopted: OSCAR ANCHAVA is removed as Director, President, Vice President, Secretary, Treasurer and/or any other position held on behalf of the Corporation.

Second: OSCAR E. OCHOA is added as President and Director of the corporation.

Third: SHOGO SHIMABUKURO is added as Vice-President and Director of the corporation.

Fourth: NORMA CASTANEDA is added as Secretary and Director of the corporation.

Fifth: SPIEGEL & UTRERA, P.A. is removed as registered agent for the corporation. OSCAR E. OCHOA is added as registered agent.

Sixth: The date of each amendment's adoption: February 13, 2004.

Seventh: Adoption of Amendment(s):

_____ The Amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

_____ The Amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.

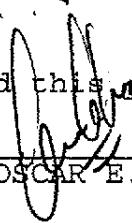
 X The Amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The Amendment(s) was/were adopted by the shareholders through voting groups.

The number of votes cast for the amendment(s) was/were sufficient for approval by _____.

Signed this 13TH day of February, 2004.

By:


OSCAR E. OCHOA

By:


SHOGO SHIMABUKURO

PRESIDENT
Title

VICE - PRESIDENT
Title

By:


NORMA CASTANEDA

SECRETARY
Title

CERTIFICATE DESIGNATING THE ADDRESS
AND AGENT UPON WHOM PROCESS MAY BE SERVED

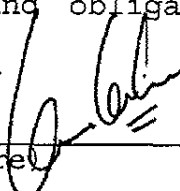
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

SUPER PAN, COFFEE CORP., a corporation organized under the laws of the State of Florida, hereby designates OSCAR E. OCHOA its registered agent and 650 N.E. 79th Street, Miami, Florida 33138 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.



(Signature)

OSCAR E. OCHOA
(Type Name)
Registered Agent