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BASIC AMENDMENT

TOOTIE FRUTIE FRESH AND FRUTIE CAFE CORP.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

TOOTIE FRUTIE FRESH AND FRUTIE CAFE CORP.

SECRETARY OF STATE STATE OF CORPORATIONS

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 adopted: The **Article I** of the articles of incorporation is hereby amended to read:

The name of this corporation is :

TOOTIE FRUITIES FRESH AND FRUITIE CAFE CORP.

The mailing address will be 3501 S.W. 132nd Avenue, Miramar, Fl. 33027

The shareholders approved the amendment. The number of votes cast for the amendment was sufficient for approval.

Date of the Adoption will be June 7, 2002

Signed this June 7, 2002

ALFREDO A RODRIGUEZ

President.

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