

PO20000084618

P.O. BOX 52-7468 • MIAMI, FL 33152

(Address)

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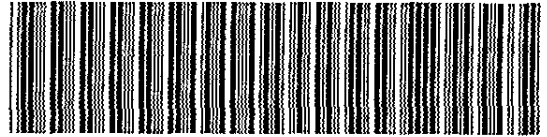
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1-3-03

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CLASSICA DISTRIBUTIONS CORP.**

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: AMENDMENTS ADOPTED:

ARTICLE V - OFFICERS DIRECTORS

THE NAME AND TITLE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

100%

JACINTO GALO

16950 WEST DIXIE HIGHWAY # 624

NORTH MIAMI BEACH, FL 33160

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORPORATION

SECOND: THE DATE OF EACH AMENDMENT'S ADOPTION IS JANUARY 3, 2003

THIRD: ADOPTION 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):

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ALLAHASSEE, FLORIDA

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"THE NUMBER OF VOTES CAST FOR THE AMENDMENT (S)  
WAS/WERE SUFFICIENT FOR APPROVAL BY \_\_\_\_\_

(X ) THE AMENDMENT(S) WAS/WERE ADOPTED BY THE BOARD OF  
DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER  
ACTION WAS NOT REQUIRED.

( ) THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS  
WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT  
REQUIRED.

SIGNED THIS 3-DAY OF JANUARY 2003.

SIGNATURE \_\_\_\_\_

(BY THE CHAIRMAN OR VICE CHAIRMAN OF THE BOARD OF DIRECTORS,  
PRESIDENT OR OTHER OFFICER IF ADOPTED BY ITS SHAREHOLDERS).

OR

(BY A DIRECTOR IF ADOPTED BY THE DIRECTORS)

OR

(BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS)

MARIA ENITH CORDOBA  
TYPED OR PRINTED NAME

VICE-PRESIDENT  
TITLE