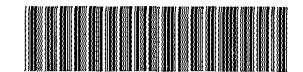
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MARTHA VALVERDE

Accountant

816	NE	5 th	Steet			
Hall	anda	ile I	Beach,	FL	33009	

Telephone: (954) 454-0824 Fax: (954) 454-0892

TO: **Division of Corporations-Amendment Section** FROM: Martha Valverde-Accountant REF: Articles of Amendments for Ocean Pizza & Café, Inc. DATE: Jan 3rd, 2004 Attached please find fees for the Articles of amendments: Filing Fees \$35.00 Officer Resignation 35.00 Total \$70.00 PLEASE MAIL THE AMENDMENT TO THE ABOVE ADDRESS. Thank you!

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



OCEAN PIZZA	& CAFE, INC.					
(present name)						

(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 VI: The following incorporator shall be deleted:

Espiritu S. Claros

Treasurer

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:

Article V: The names of the subscribers 'and the numbers of shares each agree to take are:

Humberto Giraldo

500

THIRD: 7	The date of each amendment's adoption: 01/02/04						
FOURTH:	Adoption of Amendment(s) (CHECK ONE)						
炡	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.						
<u> </u>	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.						
Signature ⁵	Signed this 2nd day of January 2004.						
(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)							
	OR OR						
(By a director if adopted by the directors)							
OR							
(By an incorporator if adopted by the incorporators)							
	Humberto Giraldo						
	(Typed or printed name)						
	President						
	(Title)						