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BASIC AMENDMENT

HIALEAH DISCOUNT & 99 CENTS, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 24, 2003

HIALEAH DISCOUNT & 99 CENTS, INC.
5888A W 20 AVE
HIALEAH, FL 33016

SUBJECT: HIALEAH DISCOUNT & 99 CENTS, INC.
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ARTICLES OF AMENDMENT
OF
HIALEAH DISCOUNT & 99 CENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006 Florida Statutes, this corporation adopted the following articles of amendment to its articles of incorporation:

AMENDMENTS ADOPTED

Date of Amendments Adopted: April 23, 2003.

FIRST: ARTICLE IV: BOARD OF DIRECTORS:
The new Director of the Corporation shall be:

DELETED: THELMA MORALES
PRESIDENT
5888 A W 20th AVE
HIALEAH, FL 33016

ADD: LUIS GONZALEZ
5888 A W 20th AVE
HIALEAH, FL 33016

SECOND: The date of Amendment's adoption: April 23, 2003

THIRD: Adoption of Amendment(s) (check one)

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

Signed this April 23, 2003

Thelma Morales

Thelma Morales
President

