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BASIC AMENDMENT

FRANKIE'S CITY FOODS, INC.

Certificate of Status	1
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Frankie's City Foods, Inc.

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:

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Francis Crupi - 77 NE 100 Street, Miami Shores, FL 33138 - President Priscilla Morris - 77 NE 100 Street, Miami Shores, FL 33138 - Vice President

To be amended to:

ARTICLE V OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Francis Crupi - 77 NE 100 Street, Miami Shores, FL 33138 - President Priscilla Morris - 77 NE 100 Street, Miami Shores, FL 33138 - Vice President Marie D. Crupi - 340 Giralda Ave #814, Coral Gables, FL 33134 - Vice President

SECOND: If any 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:

THIRD:	The Date of each amendment's adoption: March 3, 2005		
FOURTH:	Adoption of Amendment(s) (CHECK ONE):		
	Ø	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.	
		The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
	Si	gned this 4th day of March 2005.	
Sig	mature	35.	
		hairman or Vice Chairman of the Board of Directors, President or other officer if by the shareholders)	
		Francis Crupi	
		President	
		Title	