

Division of Corporations

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To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

## BASIC AMENDMENT

MENRI HOLDINGS, INC.

Certificate of Status	1
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Amended &amp; Restated

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation were adopted effective September 29, 2003 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

**Article I. Name**

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Menri Holdings, Inc.

Old Name:

**Article II. Address**

The mailing address of the Corporation is:

Menri Holdings, Inc.  
2683 Renter Count Drive  
Weston FL 33326

**Article III. Board of Directors**

The name of each member of the Corporation's Board of Directors is:

Julio Mendez

Mauricio Mendez

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(561) 694-8107

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**Article IV. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article V. Registered Agent**

The name and address of the registered agent of the Corporation is:

Joaquin R. Urquiola  
Goldstein Schenker Price Lucas Horwitz & Co., P.A.  
2121 Ponce De Leon Boulevard, Suite 1100  
Coral Gables FL 33134

**Article VI. Corporate Existence**

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Menri Holdings, Inc.

By: 

Name: John Mendez

Title: President

Date: September 29, 2003

Corporate Creations International Inc.  
841 Fourth Street  
Miami Beach FL 33139  
(561) 894-8107

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**Menri Holdings, Inc.**

**REGISTERED AGENT/OFFICE:**

**Joaquin R. Urquiola  
Goldstein Schechter Price Lucas Horwitz & Co., P.A.  
2121 Ponce De Leon Boulevard, Suite 1100  
Coral Gables FL 33134**

**I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.**



**JOAQUIN R. URQUIOLA**  
by D. Stout as attorney-in-fact

**Date: September 29, 2003**

**Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(561) 694-8107**

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