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BASIC AMENDMENT

HAVANA BISTRO & LOUNGE, INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

HAVANA BISTRO & LOUNGE, INC. (present name)

Fursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

- 1. MANUEL NICOLAS MARTA resigned as Secretary and Director of the corporation.
- Francisco Javier Rincon was elected Secretary, Tressurer 2. and Director and his address is: 661 Washington Avenue, Miami Beach, FL 33139.
- 3. Francisco Alberto Rincon is the same individual as Francisco Javier Rincon above. This was a scrivener's error on incorporation.
- 4. Gloria Medina shall be amended to include her middle initial and therefore GLORIA C. MEDINA shall be recited as President and Director of the corporation and her address is: 661 Washington Avenue, Miami Beach, FL 33139.

This Istrument Prepared By:

Louis J. Terminello, Esq. TERMINELLO & TERMINELLO, P.A. 2700 S.W. 37th Avenue Miami, PL 33133 Tel: (305) 444-5002

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Articles of Amendment HAVANA BISTRO & LOUNTE, INC. Page -2-

> SECOND: The date of each amendment's adoption: 07/17/03.

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

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

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 assendment[s].]

The number of votes cast for the amendment(s) was/were sufficient for approval by ___ (voting group)

day of July, 2003. Signed this

HAVANA BISTRO & LOUNGE, INC.

Corporation Name

Gloria C. Medina, President/Director

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the

shareholders)

(A director or incorporator if adopted by the directors or incorporators)

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