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BRANDON GROCERY, CORP.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION OF

BRANDON GROCERY, CORP. (Present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 XI: New Registered Agent

DONAL B SOTO **532 SW 109 AVENUE** MIAMI FL 33174

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate. I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

ARTICLE VII: ARTICLE VIII:

DIRECTORS **OFFICERS**

(DELETE)

JOSE F PEREZ

(DELETE)

MANUELA PEREZ

(ADD)

DONAL B SOTO

as

PRESIDENT

532 SW 109 AVENUE

MIAMI FL 33174

(ADD)

CESAR SOTO

as

DIRECTOR

532 SW 109 AVENUE MIAMI FL 33174

SECOND:

If an amendment provides for an exchange, reclassification or

cancellation.

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	Issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:	
	DONAL B SOTO shall hold 100% of the shares of mentioned corporation.	
THIRD:	The date of each amendment's adoption: 08/25/2006	
FOUTH:	Adoption of Amendment(s) (check one):	
	The amendment(s) was/were adopted by the incorporates without shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. X 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 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)	

Signed this 25th day of August 2006.

Signature (By the Chairman of the Board of Directors, President or other officer if adopted by the shareholder's)

OR

(By a director if adopted by the directors)

OR

(By an incorporated if adopted by the incorporates)

<u>DONAL B SOTO</u>

Typed or printed name

<u>PRESIDENT</u>

Title