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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

Aug 20-06

Law Offices of Henry E. Marines, P.A.
Attorneys at Law

10300 SW 72nd STREET, SUITE 202
MIAMI, FLORIDA 33173
Phone: (305) 412.4443
Fax: (305) 275.0568

February 6, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

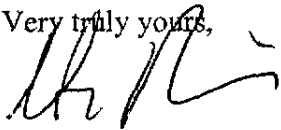
RE: *Amendment to Articles of Grocery Primos, Inc.*

Dear Sir or Madam:

Enclosed please find a check in the amount of \$35.00 for the enclosed Amendment to the Articles of Incorporation of Grocery Primos, Inc.

Should you have any questions or concerns, please contact the undersigned.

Very truly yours,



Henry E. Marines, Esquire
For the Firm

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
GROCERY PRIMOS, INC.

Pursuant to the provisions of Section 607.1006 F.S., this Corporation adopts the following articles of amendment to its articles of incorporation:

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06 FEB 20 PM 4:41
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FIRST: Amendment(s) adopted:

1. **NASER OTHMAN** is removed as President/Director.
2. **FIDEL OTHMAN** is added as President / Director.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementation the amendment if not contained in the amendment itself, are as follows:

A. The ownership of common shares of all common stocks held by NASER OTHMAN are transferred by NASER OTHMAN to FIDEL OTHMAN

THIRD: The date of each amendment's adoption: February 6, 2006.

FOURTH: Adoption of Amendment(s)

_____ The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

 X The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.

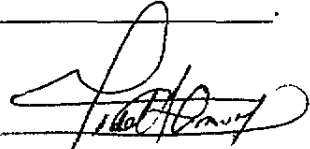
_____ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

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

Signed this 6th day of February 2006.

By: 
Naser Othman (Director)

By: 
Fidel Othman (Director)