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Account Name : KATZ, BARRON, SQUIERO AND FAUST
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RAMIRO'S RESTAURANT, INC.

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF RAMIRO'S RESTAURANT, INC.
(A Florida Corporation)**

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SECRETARY OF STATE:
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the Articles of Incorporation was January 7, 2005, which was thereafter amended on June 24, 2005.

SECOND: The following amendment effected by this Articles of Amendment is as follows:

ARTICLE II of the Articles of Incorporation relating to the Registered Office and Agent shall be deleted in its entirety and replaced with the following Article II:

ARTICLE II. REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 2699 S. Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is Corpco, Inc.

THIRD: The following amendment effected by this Articles of Amendment is as follows:

ARTICLE IX of the Articles of Incorporation relating to the Directors and Officers is hereby deleted in its entirety and replaced with the following Article IX:

ARTICLE IX: BOARD OF DIRECTORS AND OFFICERS: The number of directors and officers may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and address of the current director and officer of the Corporation are as follows:

Mary Benitez, Director/President/Secretary/Treasurer
4135 Ventura Avenue
Miami, Florida 33133

FOURTH: The date of the foregoing amendments' adoption is May 1, 2006.

FIFTH: The amendments were approved by the directors and shareholders of the corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated: June 21, 2006

Audit No.: H06000193088 3

1

This instrument was prepared by:

Desiree M. Cuason, Esq.

Katz Barron Squitiero Faust

2699 S. Bayshore Drive, 7th Floor


Miami, Florida 33133

Telephone (305) 856-2444

Audit No.: H 06000193088 3

Dated: JULY 31, 2006

RAMIRO'S RESTAURANT, INC.,
a Florida corporation,

By: 
Nicolas Estrella, (former) President
AS ATTORNEY in fact for

By: _____
Mary Benitez, President
(as of the date of this Amendment)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT


Having been named as registered agent of RAMIRO'S RESTAURANT, INC. in the foregoing Articles of Incorporation, Corpco, Inc. hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.



Erica L. English, Vice President

Audit No.: H 06000193088 3
This instrument was prepared by:
Desiree M. Cuason, Esq.
Katz Barron Squitero Faust
2699 S. Bayshore Drive, 7th Floor
Miami, Florida 33133
Telephone (305) 856-2444

Audit No.: H 06000193088 3

RAMIRO'S RESTAURANT, INC.,
a Florida corporation

By: 
Nicolas Estrella, (former) President

By: 
Mary Benitez, President
(as of the date of this Amendment)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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Erica L. English, Vice President

Audit No.: H 06000193088 3
This instrument was prepared by:
Desiree M. Cuason, Esq.
Katz Barron Squitero Faust
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Miami, Florida 33133
Telephone (305) 856-2444