

PO5000005473

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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05 JAN 18 AM 8:07

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JAN 18 AM 10:35

FILED

BASIC AMENDMENT

TROPIFRUITS DISTRIBUTORS INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amend
1/18/05

H05000012368

3

Articles of Amendment
to
Articles of Incorporation
of

TROPIFRUITS DISTRIBUTORS INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P05000005473

(Document number of corporation (if known))

05 JAN 18 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

ARTICLE VII - The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Board of Directors is two (2), and the name and address of the members of the Board of Directors, who will serve as the Corporation's director until successor is duly elected and qualified is:

Francisco Arguedas, President	Pablo Cordoba, Treasurer
8550 NW 17th Street, Suite 103	8550 Nw 17th Street, Suite 103
Miami, Florida 33126	Miami, Florida 33126

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

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(continued)

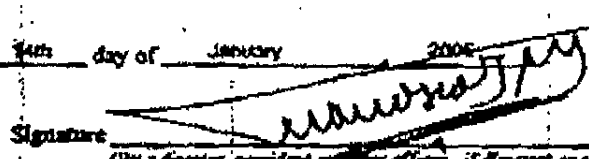
The date of each amendment(s) adoption: January 14, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statements must be separately provided for each voting 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)
- 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 incorporators without shareholder action and shareholder action was not required.

Signed this 14th day of January, 2005



Signature
(By a director, president, or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a notary, trustee, or other court appointed fiduciary by that fiduciary)

Francisco Arguedas
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

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