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DIVISION OF CORPORATIONS

BASIC AMENDMENT

HBDN HOLDINGS OF NAPLES, INC.

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PLEASE DELIVER TO:

NAME	FIRM	FACSIMILE #:	CONFIRMATION #.
1. Division of Corporations	Florida Dept. of State	850-205-0380	
RE: HBDN Holdings of Naples, Inc. (Document No. P05000047385)			

Please file the attached Articles of Amendment to the Articles of Incorporation regarding the above-referenced Florida corporation.

We have requested a certificate of status and certified copy of same.

Thank you.

From: Jennifer J. Nogalski, Esq. Phone No. 239-593-2970

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

**HBDN HOLDINGS OF NAPLES, INC.
(Document Number P05000047385)**

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Pursuant to the provisions of section 607.1006, Florida Statutes, and Article X of the Articles of Incorporation of HBDN Holdings of Naples, Inc. (the "Corporation"), the undersigned, being the sole director of the Corporation, does hereby act on behalf of the Corporation in adopting and filing these Articles of Amendment to the Corporation's Articles of Incorporation.

The Corporation's Articles of Incorporation shall be amended as follows:

ARTICLE I. NAME AND ADDRESS

The name of this Corporation shall be: La Esperanza Holdings, Inc.

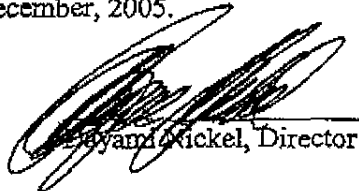
The principal place of business and mailing address of this Corporation shall be 1854 9th Street N. FC 15, Naples, Florida 34102.

ARTICLE V. REGISTERED AGENT

The registered agent of the Corporation is Jennifer J. Nogalski. The street address of the Corporation's registered office is c/o Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

This amendment was adopted on the 29th day of December, 2005, by the Board of Directors of the Corporation and upon the unanimous consent of the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 29th day of December, 2005.


Raymond Nickel, Director


Bruce Nickel, Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is La Esperanza Holdings, Inc.
2. The name and address of the registered agent and office are Jennifer J. Nogalski, c/o Porter, Wright, Morris & Arthur LLP, 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108.

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: December 29, 2005


Jennifer J. Nogalski, Registered Agent