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Florida Department of State

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To:

Division of Corporations

Fax Number

: (850)205~0380

From:

Account Name : YOUR CAPITAL CONNECTION, INC.

Account Number : 120000000257

Phone Fax Number

: (850)224-8670 : (850)224-7047

BASIC AMENDMENT

CARBO'S DREAM CAFE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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Conporate Filing,

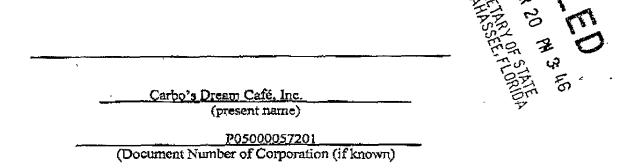
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Capital Connection, Inc.

104-20

H05000097344

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Pursuant to the provisions of section 607,1006, Florida Statutes, this Florida profit 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)

Name and Address of Officer(s) or Director(s):

1st Set

Name of Officer or Director: Launa Carbonell

Title or Position Held: President

Street Address: 632 S. MILITARY TRAIL

City: DEERFIELD BEACH

State: Florida

Zip Code: 33442

TO BE CHANGED TO READ:

1st Set

Name of Officer or Director: Launa Carbonell

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Title or Position Held: President

Street Address: 16824 S.W. 49th COURT

City: MIRAMAR

State: Florida

Zip Code: 33027

2nd Set

Name of Officer: George Carbonell

Title or Position Held: Vice President

Street Address: 632 S. MILITARY TRAIL

City: DEERFIELD BEACH

State: Florida

Zip Code: 33442

TO BE CHANGED TO READ:

2nd Set

Name of Officer or Director: George Carbonell

Title or Position Held: Vice President

Street Address: 16824 S.W. 49th COURT

City: MIRAMAR

State: Florida

Zip Code: 33442

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

THEFT STATE OF THE	e date of each amendment's adoption: 4/19/05	
FOURTH: Adoption of Amdendment(s) (CHECK ONE)		
************	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 voting group entitled to vote separately on the amendment(s):	
	"The number of votes east 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.	
<u>"X</u> .,	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signature	Signed this 19th date of April 2005.	
'(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
OR		
(By a director if adopted by the directors)		
,	OR	
	(By an incorporator if adopted by the incorporators)	
	LAUNA CARBODECE	
(Typed or printed name)		
	PRESIDENT INCORPORATOR	
	(Title)	