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ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION MAY -1 PM 3: 12

OF

SECRETARY OF STATE TALLAHASSEE.FLORIDA

EL CAPITAN LIQUORS, INC

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Pursuant to the provisions of Section 607.1006. Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE VI

The names and addresses of the corporate officers and board of directors are:

Luis E. Capote 2725 West 66th Street, Apt 12 Hialeah, FL 33016

President and Director

Charlie Chavis 11220 NW 61st Avenue Hialeah, FL 33012

Vice President and Director

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:

THIRD: The date of each amendment's adoption is April 30, 2007

FOURTH: Adoption of the Amendment

The amendment was adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

Signed this 30th day of April 2007

Charlie Chavis VIEL- president