

SIRVEN & ADAMS, P.A.
ATTORNEYS AT LAW

TONY SIRVEN
RICHARD J. ADAMS, JR.

LUIS E. DIAZ
OF COUNSEL

380 WEST 49TH STREET
HIALEAH, FLORIDA 33012
TELEPHONE: (305) 824-9800
TELEFAX: (305) 824-3868

P93000007370

May 13, 1998

ATTN: Corporate Records
ATTN: Amendment Department
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

700002526557--3
-05/18/98--01005--008
*****35.00 *****35.00

RE: Articles of Amendment to Articles of Incorporation of
Kalibu Sea Food, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$35.00 for the Articles of Amendment of Kalibu Sea Food, Inc. Please send stamped copy of the Amendment to the attention of the undersigned.

Should you have any questions or concerns, please contact the undersigned.

Very truly yours,

RICHARD J. ADAMS, JR., ESQ.

RJA/jf
Enclosures
MS98-1\WELU11.JF

FILED
98 MAY 18 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Adams secretary authorized
to Law firm as R.A. and to put
title underneath mrs. adams
signature

Amend
NAT 5-29-98

FILED
98 MAY 18 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
KALIBU SEA FOOD, INC.

Pursuant to the provisions of section 607.1003, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: JOANN CURE TWEDE is removed as Director, President, Vice President, Secretary and/or Treasurer. LUIS A. WEST is added as sole Director.

SECOND: Amendment(s) adopted: JOANN CURE TWEED is removed as registered agent for the Corporation. SIRVEN & ADAMS, P.A. is added as registered agent.

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

FOURTH: The date of each amendment's adoption:

FIFTH: Adoption of Amendment(s)

_____ The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

 x The amendment(s) was/were adopted 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 number of votes cast for the amendment(s) was/were sufficient for approval by _____

Signed this 17th day of April, 1998.

By: Joann Cure-Twede

JOANN CURE TWEDE
TYPE OR PRINTED NAME

DIRECTOR
TITLE

CERTIFICATE DESIGNATING THE ADDRESS
AND AGENT UPON WHOM PROCESS MAY BE SERVED

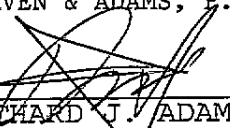
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KALIBU SEA FOOD, INC., desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named SIRVEN & ADAMS, P.A. located at 380 West 49th Street, CITY OF HIALEAH, COUNTY OF DADE, STATE OF FLORIDA, 33012, as its agents to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I 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 specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.

SIRVEN & ADAMS, P.A.

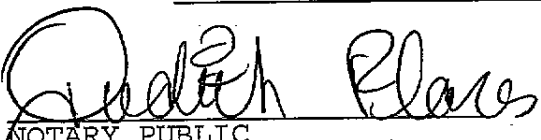


RICHARD J. ADAMS JR, ESQ.
Vice President.

4/17/98
DATED

State of Florida)
) ss
County of Dade)

SWORN TO and subscribed before me this 17th day of April, 1998. Personally Known to me X OR Produced Identification, _____ Type of Identification Produced _____



NOTARY PUBLIC

My Commission Expires:

