

OFFICE USE ONLY
 EXPRESS COURIER SERVICE INC.
 (Requester Name)
 100 PONCE DE LEON BLVD. STE:112
 (Address)
 CORAL GABLES, FLORIDA 33134
 (City, State, Zip)

P93000027084

(305) 444-4994 (305) 444-4977
 (Phone#) (FAX#)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LINCOLN RD ENTERPRISE, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

00 JAN 28 PM 3:33
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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[Handwritten Signature]

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF

LINCOLN RD CAFFE, INC.
DOC.#P93000027084

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: (indicate the article number(s) being amended, added or deleted)

THE NEW PRINCIPAL PLACE OF BUSINESS WILL KNOW BE:

1602 ALTON RD.,STE:81
MIAMI BEACH, FL 33139

ARTICLE I: NAME

THE NEW NAME OF THE CORPORATION WILL KNOW BE:

LINCOLN RD ENTERPRISE, INC.

ARTICLE VI-REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT WILL KNOW BE:

GILBERTO BUSTILLO
1602 ALTON RD., STE:81
MIAMI BEACH, FL 33139

ARTICLE VII: BOARD OF DIRECTORS:

THE NAME AND ADDRESS OF THE DIRECTOR WILL KNOW BE:

GILBERTO BUSTILLO (P)
1602 ALTON RD., STE:81
MIAMI BEACH, FL 33139

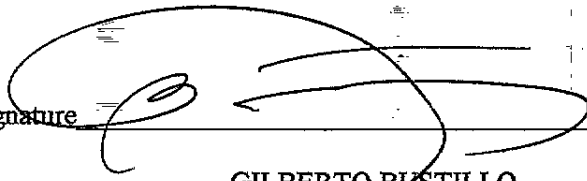
SECOND: If an amendment provides for exchange, or reclassification or cancellation of issued shares, provisions for implementation the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 1-27-2000

FOURTH: Adoption of Amendment(s) (check one)

X the amendment(s) was/were approved by the shareholders the number of votes cast for the amendment was sufficient for approval.

Signature

A handwritten signature in black ink, appearing to be "Gilberto Bustillo", written over a horizontal line. The signature is stylized and somewhat cursive.

GILBERTO BUSTILLO
V-PRESIDENT

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: LINCOLN RD Enterprise INC.

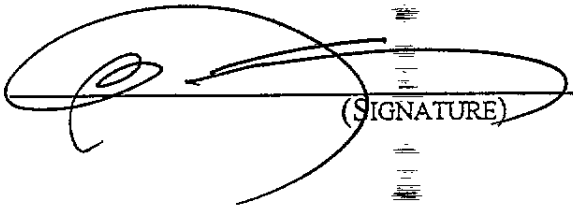
2. The name and address of the registered agent and office is:

GILBERTO BUSTILLO
(NAME)

1602 ALTON RD., STE: 81
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami Beach, FL 33139
(CITY/STATE/ZIP)

Having been named 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

1-27-2000
(DATE)

06 JAN 28 PM 3:24
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TALLAHASSEE FLORIDA
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