9/24/97

DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: RUBEN'S LIQUOR, CORP.

AUDIT NUMBER..... 197000015879 DOC TYPE..... BASIC AMENDMENT

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 24, 1997

RUBEN'S LIQUOR, CORP. 1000 71ST ST MIAMI BEACH, FL 33141

SUBJECT: RUBEN'S LIQUOR, CORP.

REF: P93000034074

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The first two lines of the preparer's statement are showing on the document. We must be able to see the complete preparer's statement. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H97000015879 Letter Number: 497A00047360 +t970000 1587987 AILED



ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION

OF

RUBEN'S LIQUOR, CORP.

P93000034074

(present name)

Pursuant to the provisions of section 607.1006, Florida Stanues, this corporation edopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment(s) adopted: (indicate anicle number(s) being amended, added or deleted)

I hereby delete Articles VII and XIII Articles should read as follow:

The following shall be the Board of Directors of this corporation during the first year or until their successors are chosen, shall be:

Bômingo Trujillo, Pres.

14016 S.W. 10th Street Miami, Florida 33184

Tere Trujillo, Sect/Tress.

14241 S.W. 23rd Lane Miami, Florida 33178

Article XIII should read as follows:

Article XIII The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected shall be:

Domingo Trujillo, Pres.

14016 S.W. 10th Street Miami, Florida 33184

Tere Trujillo, Sect/Tress.

14241 S.W. 23rd Lane Miami, Florida 33178

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:

ALFONSO RODRIOUEZ, CAA. NO 6780 CORAL WAY # 100 MIAMI, FOLO 3155 (305) 663-1874

++970000 15879

EMPIRE CORPORATE KIT

2EP-24-1997 15:49

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TH	ird:	The date of each amendment's adoption: 9/25/97
FO	URIII	Adoption of Amendment(s) (checkone)
	The ar	mendment(s) was/were approved by the shareholders. The number of vote is the amendment(s) was/were sufficient for approval.
	The ar	mendment(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 cast for the amendment(s) was/were sufficient for
		(voting group)
X	The an shareho	nendment(s) was/were adopted by the board of directors without older action and shareholder action was not required.
	The an action :	hendment(s) was/were adopted by the incorporators without shareholder and shareholder action was not required.
	Sign	ned this 24th day of <u>REPTEMBER</u> , 1997
		Signature & BRusillo
		(By the Chairmanor 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)
		DOMINGO TRUJILLO, PRES.
		Typed or printed name
		PRESIDENT / DIRECTOR
		Tide