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TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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3320 S.W. 87 AVENUE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

1. LA SIN RIVAL BAKERY, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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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 checked="" 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

COULLETTE FEB 05 2001
DIVISION OF CORPORATION
01 FEB -5 AM 10:01

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

LA SIN RIVAL BAKERY, INC.

(Present name)

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 article number (s) being amended, added or deleted).

Article V: This article is being amended by deleting one Director; Manuel Filgueiras resigns as Director, Officer and Resident agent of La Sin Rival Bakery, Inc. This article is also amended by adding one Director, Jose Filgueiras resident of 9606 S.W. 2nd Lane. Miami, Fl. 33174 was elected Vice-President.

Article III: This article is being amended as follows; Manuel Filgueiras assigns 100 % of his shares of capital stock to Esperanza Filgueiras.

Upon motion duly made and approved by the shareholders, Esperanza Filgueiras was elected President, Secretary, Treasurer and resident Agent, with 100 % of shares of capital stock and Jose Filgueiras was elected Vice - President with no shares of capital stock.

Article IV: Manuel Filgueiras resigns as Resident Agent of La Sin Rival Bakery, Inc.

Article IV: This article is being amended by changing the name of the Resident Agent to Esperanza Filgueiras of 9606 S.W. 2nd Lane. Miami, Fl. 33174.

La Sin Rival Bakery, Inc.
9772 S.W. 8th St.
Miami, Fl. 33174

Second: The date of each amendment's adoption:

January 2nd, 2001

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

XXXX The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not require.

(Continued)

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(Continued)

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

The amendments(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).)

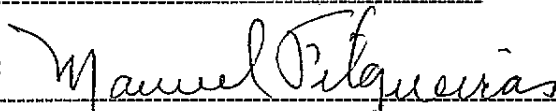
The number of votes cast for the amendment (s) was/were sufficient for approval

by :

(voting group)

Sign this 2nd day of January, 2001

By :



(Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

Manuel Filgueiras

(Typed or print name)

Incorporator

President

(Title)

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

Having been named as registered agent and to accept service of Process for the above stated corporation at the place designated in the Articles of Incorporation. I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the petitions 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.


REGISTERED AGENT