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

1. PREMIUM SEAFOOD, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
AM 11:07
NOV 1 2001
NEW FILINGS
NO PROFIT
SUFFICIENT TO AGENCY OF FILING

NEW FILINGS	
Partnership	NO
Non-Profit	NO
Limited Liability	
Domestication	
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

FILED
2001 AUG -7 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08-07-01
ce

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PREMIUM SEAFOOD, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted:

(1) PREMIUM SEAFOOD, INC., hereby amends its original Articles of Incorporation and changes the following Officers and Directors as follows:

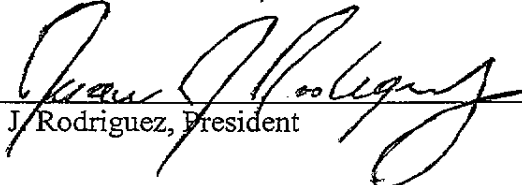
President/Secretary/Director: Victor Rodriguez
6595 N.W. 36th Street
Suite 300 C
Miami, Florida 33166

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

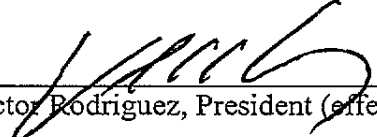
THIRD: The date of each amendment's adoption shall be August 3, 2001.

FOURTH: Adoption of Amendment(s): The amendment(s) was/were adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

PREMIUM SEAFOOD, INC.



Juan J. Rodriguez, President August 3, 2001
Date



Victor Rodriguez, President (effective 8/3/01) August 3, 2001
Date