

P95000042892

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((H97000004146 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: ALL BROTHERS ENTERPRISES CORP.  
AUDIT NUMBER.....H97000004146  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 3  
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97 MAR 11 PM 1:17  
DIVISION OF CORPORATIONS

compared. 006 ✓  
of Linda

00580, 00542, 00580

FILED  
97 MAR 12 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 11, 1997

ALL BROTHERS ENTERPRISES CORP.  
196 SE 1ST AVENUE  
MIAMI, FL 33131

SUBJECT: ALL BROTHERS ENTERPRISES CORP.  
REF: P95000042892

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.

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 (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H97000004146  
Letter Number: 897A00012370

H97000004 146

ARTICLE OF AMENDMENT TO  
ARTICLE OF INCORPORATION OF

ALL BROTHERS ENTERPRISES CORP.

FILED  
97 MAR 12 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING  
ARTICLE OF INCORPORATION:

FIRST

AMENDMENT ADOPTED:

1-- THE NEW PRESIDENT FOR THIS CORPORATION WILL BE:  
ALVARO VENTURI

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR  
CANCELCATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE  
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION: MARCH 7 1997.

PREPARED BY:  
B&L BUSINESS LEGAL INC.  
141 NORTHEAST 3<sup>RD</sup> AVENUE 9<sup>TH</sup> FLOOR  
MIAMI FL 33132-2221  
PHONE (305) 373-6211

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FORTH

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

-- THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

--THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

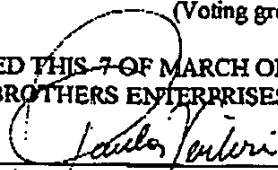
(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY \_\_\_\_\_

(Voting group)

SIGNED THIS 7<sup>TH</sup> OF MARCH OF 1997  
ALL BROTHERS ENTERPRISES INC.

BY

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

Typed or printed name: PAULA DEMELLO  
Title: PRESIDENT / DIRECTORS

PREPARED BY:  
H & L BUSINESS LEGAL INC.  
141 NORTH EAST 3<sup>RD</sup> AVENUE 9<sup>TH</sup> FLOOR  
MIAMI, FLORIDA 33132-2221  
TELEPHONE: (305) 373-6211

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