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JOEL DeFABIO
MEMBER OF THE FLORIDA
AND NEW JERSEY BAR

April 23, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment of P&E Liquors, Inc.
Doc. No.: P96000044565

Dear Sirs:

Enclosed please find the original Articles of Amendment and a check in the amount of \$43.75 (\$35.00 filing fees plus \$8.75 for a certified copy).

Please return a certified copy after filing in the enclosed stamped envelope.

Sincerely,



Joel DeFabio, Esquire

JDF/mb

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 4, 2004

Joel DeFabio, Esquire
2121 Ponce De Leon Blvd., Suite 430
Coral Gables, FL 33134

SUBJECT: P & E LIQUORS, INC.
Ref. Number: P96000044565

We have received your document for P & E LIQUORS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to 607.1006, Florida Statutes, the amendment should be adopted by the director or the incorporator, when no shares have been issued.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6910.

Louise Flemming-Jackson
Document Specialist Supervisor

Letter Number: 304A00030481

ARTICLES OF AMENDMENT

OF

P & E LIQUORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2004 MAY 20 PM 12: 26

Pursuant to Florida Statutes Section 607.1001 and 607.1005, the Articles of Incorporation of the above named Florida Corporation are hereby amended to read as follows:

1. The Articles are hereby amended by replacing the present directors with the following:

Board of Director(s)

This Corporation shall have one (1) director. However, the number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The director(s) of this corporation is/are:

Name:	Street Address:
ANNA CRISTINA GORT	6722 S.W. 40 Street Miami, Florida

2. The Corporation shall have the following officers, but other officers may be created by the bylaws:

ANNA CRISTINA GORT	PRESIDENT
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3. The new registered agent for P & E Liquors, Inc. shall be

JOEL DEFABIO, ESQ.
2121 Ponce De Leon Blvd., Suite #430
Coral Gables, Florida 33134

4. The foregoing amendments were adopted on the 16th day of April, 2004, by the newly elected president of the Corporation with shareholder action and approval.

5. The sole shareholder of the Corporation, Anna Cristina Gort, has consented to this amendment as evidenced by her below signature.

6. The aforementioned amendments are the only changes to the original Articles of Incorporation, any article not specifically mentioned here shall remain unchanged.

IN WITNESS WHEREOF, the undersigned newly elected President of P & E Liquors, Inc., and sole shareholder, has executed these Amendments to the Articles of Incorporation this 14th day of May, 2004.

Anna Cristina Gort
ANNA CRISTINA GORT, President

SWORN TO AND SUBSCRIBED before me this 14th day of May, 2004.

Sign: Magaly M. Burgos

My Commission Expires:

Print: Magaly M. Burgos

NOTARY PUBLIC, State of Florida at Large



Personally known to me.

Has shown photo identification

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

CERTIFICATE OF DESIGNATION

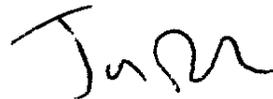
2004 MAY 20 PM 12: 26

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 P&E Liquors, Inc.
2. The name and address of the registered agent and office is Joel DeFabio, 2121 Ponce de Leon Blvd., Suite 430, Coral Gables, Florida 33134.

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 AD 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 NY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



JOEL DEFABIO, ESQUIRE

Dated: May 18, 2004