

P9600007/203

Accounting Offices

Antonio R. López, CPA

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November 21, 2001

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Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Lady:

Enclosed please find the Certificate of Amendment to the articles of incorporation of **International Nutrition Center, Inc.** as well as a check in the amount of \$ 43.75 to cover the filing fee and the certified copy fee. Please, record the document and mail back the filed copies to my office located at:

Antonio R Lopez, CPA
782 NW Le Jeune Rd
Suite 434
Miami, FL 33126

Thanking you for your time and consideration, I remain.

Sincerely yours,


Antonio R. Lopez

encl.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
AC 11/30

CERTIFICATE OF AMENDMENT

International Nutricion Center, Inc.

International Nutricion Center, Inc., a Corporation of the State of Florida, whose registered office is located at 8306 Mills Dr, Suite 678 Miami FL 33183, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said corporation called for the purpose of amending the Articles of Incorporation, and held on November 20, 2001, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote, which was sufficient for approval, that Articles VIII and Articles XI of the Articles of Incorporation are amended to read as follows:

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have 2 directors. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The name and addresses of the directors of this corporation are:

Fabian Rodriguez, President
8306 Mills Dr, Suite 678
Miami, FL 33183

Jorge Betancourt, VicePresident
29 Almeria Ave
Coral Gables, FL 33134

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued to the following persons in the amount set opposite their names:

Fabian Rodriguez 50 shares
Jorge Betancourt..... 50 shares

Shares held by the shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

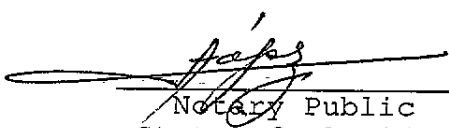

President


Vice President

State of Florida
County of Dade,

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Fabian Rodriguez & Jorge Betancourt** to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this **November 20, 2001**.


Notary Public
State of Florida

