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Division of Corporations

Fax Number : (850)922-4000

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 Phone: (305)599-0839 Fax Number: (305)716-0346 99 OCT 13 PM 2: 06 SECRETABY OF STALE ALLAHASSEE, FLORIDA

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VISION OF CORPORATION

BASIC AMENDMENT

TEQUILA OF SOUTH BEACH, INC.

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ORIDA DEPARTACEN

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 13, 1999

TEQUILA OF SOUTH BEACH, INC. 1355 ALTON RD MIAMI BEACH, FL 33139

SUBJECT: TEQUILA OF SOUTH BEACH, INC.

REF: P96000076727

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 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.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson Corporate Specialist

FAX Aud. #: H99000025730 Letter Number: 399A00049353

ARTICLES OF AMENDMENT OF TEQUILA OF SOUTH BEACH, INC.

Pursuant to the provisions of section 607.1006 Florida Statutes, this corporation adopted the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article VI:

The new Director and Agent of the Corporation is:

Add: DENIS OSPINO - President

18041 Biscayne Blvd. Apt. 902 1South

Miami, Fl 33160

Delete: DAVID OSPINO

1355 Alton Rd

Miami Beach, Fl 33139

Delete: JOSE OSPINO

4070 Hampton St. Apt. 6K

Elmhurst, NY 11373

SECOND: The date of amendment's adoption: October 12, 1999.

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

(X) The amendment(s) was/were adopted by the Shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

Signed this October 12, 1999.

I DENIS OSPINO ACCEPT DESIGNATION AS REGISTERED AGENT.

Signature

PRESIDENT/REGISTERED AGENT

(By the Chairman or Vice Chairman of the Board of Directors, President or other Officer if adopted

(by the shareholders)