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M & BUSINESS SOLUTIONS, INC.

5643 N.W. 74TH AVENUE, MIAMI, FLORIDA 33166
TEL. (305) 219-1220 / (954) 222-5050 FAX (305) 888-5269

FILED
00 JUN 30 AM 10:27
TALLAHASSEE, FLORIDA

Miami, June 23, 2000

Florida Department of State
Division of Corporations
P. O. BOX 6327
409 Gaines Street
Tallahassee, Florida 32314

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Dear Sirs :

We are the Accounting firm for Coffeegrain Group and to that effect I am writing on behalf of our clients.

Kindly find enclosed Articles of Amendment and the corresponding Minutes to be filed with your honorable office to modify their current registered Article of Incorporation.

Also please find attached a check No. 1294 in the amount of \$ 35.00 to cover the filing fees for the previously indicated Amendments.

Should you require additional information please do not hesitate to contact me at the above telephone numbers or fax. You may also reach me during afternoon hours at Coffeegrain Group office telephone (305) 888-3944.

Amend
7-14-00
PRS

Very truly yours,

Alvaro R. Barrios

Alvaro R. Barrios
President

ARTICLES OF AMENDMENT
OF
COFFEEGRAIN GROUP, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF AMENDING THE COMPANY'S ARTICLES OF INCORPORATION, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF AMENDMENT :

THIS AMENDMENT AND RESOLUTION WAS ADOPTED BY THE OFFICERS, SHAREHOLDERS, AND DIRECTORS OF COFFEEGRAIN GROUP, INC. ON MAY 31, 2000.

ARTICLE SEVEN

THE FOLLOWING AMENDMENT WAS ADOPTED :

JESUS MARIA OSPINA, PRESENTED HIS RESIGNATION & WAS ACCEPTED.

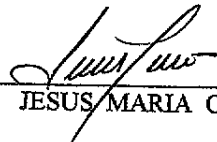
JESUS MARIA OSPINA, WAS ELECTED PRESIDENT / DIRECTOR AND REGISTERED AGENT.

MARGARITA MARIA CARMONA, WAS ELECTED VICEPRESIDENT, TREASURER AND DIRECTOR.

MARGARITA ZULUAGA, WAS ELECTED SECRETARY AND DIRECTOR.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS, THIS 31st DAY OF MAY, 2000.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


JESUS MARIA OSPINA, PRESIDENT