

P96000099446

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Fax Number : (850) 922-4000

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

COMPANIA GENERAL DE ESENCIAS (USA), INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

Amendment
01-13-99

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Florida Department of State

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 12, 1999

COMPANIA GENERAL DE ESENCIAS (USA), INC.
8673 N.W. 66TH STREET
MIAMI, FL 33166SUBJECT: COMPANIA GENERAL DE ESENCIAS (USA), INC.
REF: P96000099446

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 preparer's Florida Bar membership number must be contained in the lower left-hand corner of the first page of the document.

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) 487-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H99000000807
Letter Number: 599A00001431

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
COMPANIA GENERAL DE ESENCIAS (USA), INC.

I, the undersigned, Vice-President of COMPANIA GENERAL DE ESENCIAS (USA), INC., a corporation in good standing organized under the laws of the State of Florida (filed on December 6, 1996, Charter No. P96000099446) hereby make, subscribe, acknowledge and file these Articles of Amendment, pursuant to the provisions of the Florida Statutes.

These Articles of Amendment amend the corporation's Articles of Incorporation to convert the corporation's share capital from no-par value to par value shares; to increase the authorized capital of the corporation to 500,000 shares of US\$1.00 par value each, and in general to adopt a number of provisions which are normally included in modern articles of incorporation and which were not included in the corporation's articles when it was organized initially.

These Amendments to the corporation's Articles of Incorporation were adopted by unanimous written consent of all the shareholders and directors of this corporation and the undersigned was expressly authorized to execute and file these Articles of Amendment by Written Consent in Lieu of a Meeting dated December 22, 1998 (copy attached as Exhibit A).

Therefore, the corporation's Amended Articles of Incorporation, adopted by the corporation upon the unanimous consent of all of its shareholders and directors, shall read as follows:

ARTICLES OF INCORPORATION OF
COMPANIA GENERAL ESENCIAS (USA), INC.

ARTICLE I
IDENTIFICATION

The name of this corporation shall be COMPANIA GENERAL DE ESENCIAS (USA), INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence, which shall commence on the date of the filing of the corporation's Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III
PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

This document prepared by:
ERNESTO SANCHEZ, P.A. FB#-349097
ERNESTO SANCHEZ, ESQ.

814 Ponce de Leon Blvd., Suite 505
Coral Gables, FL 33134

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(305) 441-6602

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TALLAHASSEE, FLORIDA

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ERNESTO SANCHEZ
Notary Public - State of Florida
My Commission Expires Mar 21, 2001
Commission # 00020038

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**ARTICLE IV
AUTHORIZED SHARES**

The capital stock of this corporation shall consist of 500,000 Shares of Common Stock, of US\$1.00 par value, all or part of said stock to be issued from time to time as may be determined by the Board of Directors.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name and address of the registered agent of this corporation is as follows: Ernesto Sanchez, P.A., 814 Ponce de Leon Blvd., Suite 505, Coral Gables, FL 33134.

**ARTICLE VI
PRINCIPAL OFFICE
AND MAILING ADDRESS**

The corporation shall maintain its principal office at 8582 N.W. 56th Street, Miami, FL 33166, or at such other place as the Board of Directors may designate from time to time.

The corporation shall maintain its mailing address at: Compania General de Esencias (USA), Inc., c/o Ernesto Sanchez, P.A., 814 Ponce de Leon Blvd., Suite 505, Coral Gables, FL 33134.

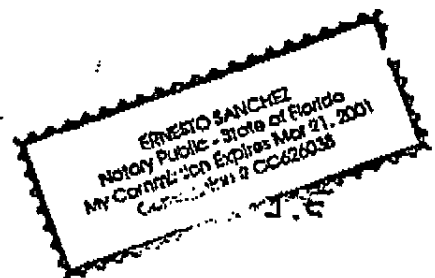
**ARTICLE VII
BOARD OF DIRECTORS**

1. The corporation shall have at least one director, but the Bylaws may provide for the increase or decrease in the number of directors, provided that the number of Directors shall never be less than one.

2. The names and addresses of the current directors of the corporation (are) as follows:

NAME	ADDRESS
Juan J. Ciuro	Compania General de Esencias, S.A., Pol. Ind. CONGOST, Avda. San Julian, 260-266, 08400 GRANOLLERS (Barcelona), Spain.
Miguel Ciuro	Compania General de Esencias, S.A., Pol. Ind. CONGOST, Avda. San Julian, 260-266, 08400 GRANOLLERS (Barcelona), Spain.

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ARTICLE VI
ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The business and affairs of the corporation shall be managed by the Board of Directors of the Corporation. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders

2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. The corporation shall fully indemnify and protect its incorporator(s), present or former directors, officers, counsel, employees, agents, attorneys or attorneys-in-fact for and against any and all claims, liabilities or expenses, including attorney's fees, incurred by any of them in connection with any acts done or actions performed by any of them within the scope of their respective duties or responsibilities or at the corporation's director or request. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors."

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Amendment to the corporation's Articles of Incorporation at Coral Gables, Dade County, Florida, for the uses and purposes aforesaid, this 22nd day of December, 1998.

(SEAL)

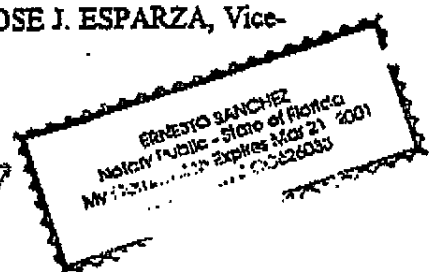

Jose J. Esparza
Vice-President

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JOSE J. ESPARZA, Vice-

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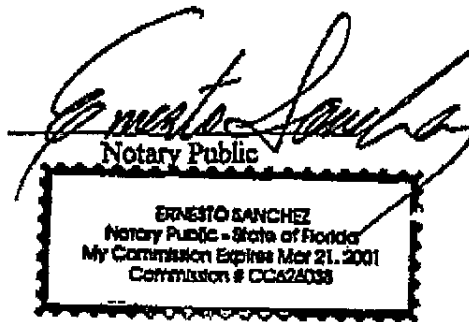
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President, of COMPAÑIA GENERAL DE ESENCIAS (USA), INC., a Florida corporation, [X] who is personally known to me or [] who has produced _____ as identification, and subscribed the foregoing Articles of Amendment and he has freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Coral Gables, Florida, this 22nd day of December, 1998.



This document prepared by:

ERNESTO SANCHEZ, P.A.
ERNESTO SANCHEZ, ESQ. (FL Bar No. 349097)
814 Ponce de Leon Blvd.
Suite 505
Coral Gables, FL 33134

H990000000807

J.E

EXHIBIT A
WRITTEN CONSENT IN LIEU OF MEETING
OF
COMPAÑIA GENERAL DE ESENCIAS (USA), INC.

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We, the undersigned, who constitute all of the shareholders and directors of COMPAÑIA GENERAL DE ESENCIAS (USA), INC., a Florida corporation, do hereby record the following information and/or adopt the following resolutions by written consent in lieu of a meeting pursuant to the terms of the Florida Statutes:

1. That the corporation's Articles of Incorporation filed December 6, 1996 and subsequently amended July 2, 1998 be, and they hereby are, further amended and that any Vice-President of the corporation be fully authorized to execute and file with the Secretary of State of the State of Florida the necessary Articles of Amendment as well as any other instruments necessary or requires to carry out the purposes and intent of this resolution.

2. That the corporation's share capital be converted from no par value into para value shares and that the number of shares be set at 500,000 shares, \$1.00 par value, to be issued from time to time, as the Board of Directors may determine.

3. That the corporation's issued share capital be set at 120,000 shares, \$1.00 para value each, which the shareholders of the corporation have offered to subscribe in their entirety at par value, as follows:

<u>Subscriber</u>	<u>Shares</u>	<u>Consideration</u>
Compañía General de Esencias, S.A.	120,000	\$ 120,000

It is determined that the consideration offered for the above stock is reasonably worth the number of shares for which same is being offered and that it is in the best interest of the corporation to accept said offer. The consideration offered herein is of a value at least equal to the full face value of the stock to be issued therefor. It is further resolved that appropriate stock certificates shall be immediately issued in favor of the subscribing shareholder to reflect the ownership of the shares so purchased.

4. That share certificate number 1 for 500 no par value shares, issued to Compañía General de Esencias, S.A. on December 1, 1996 be canceled and a new share certificate for 120,000 par value shares be issued to the corporation's shareholder, Compañía General de Esencias, S.A. to cover the entire capitalization approved hereby.

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5. That the capitalization mentioned in paragraph 4 above shall be effective as of December 31, 1998.

There being no further business to transact, the secretary of the corporation is hereby directed to draft this Written Statement, collect the required signatures and append it to the corporation's Minute Book.

Dated as of December 22, 1998.

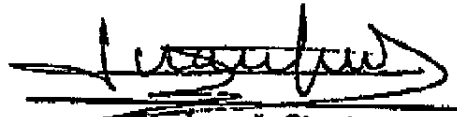
SHAREHOLDERS:

DIRECTORS:

Compañía General de Esencias, S.A.

By:


Juan J. Ciuró
President


Juan J. Ciuró


Miguel Ciuró

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