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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HARVEST ENTERPRISES CORP.

AUDIT NUMBER.....H97000001515

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

HARVEST ENTERPRISES CORP.

Pursuant to the provisions of Florida Statute 607.1006, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The Articles of Incorporation are amended as follows:

ARTICLE VII
DIRECTORS

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

ADDRESSES

JOEDE BRAGA DE ALMEIDA

501 Brickell Key Drive,
Suite 400
Miami, Florida 33131

RANIEL G. ALMEIDA

501 Brickell Key Drive,
Suite 400
Miami, Florida 33131

2. The Document Number of the Corporation is P96000100095.
3. The Articles of Amendment were adopted on January 27th, 1997, by the Incorporator prior to the issuance of shares.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of the Corporation have been executed this 27th day of January, 1997.

HARVEST ENTERPRISES CORP.

BY: 

Nelson Slosbergas, Incorporator

PREPARED BY:

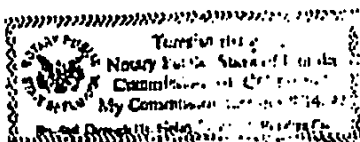
Nelson Slosbergas, Esquire
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami, FL 33131
FLORIDA BAR NO. 378887
(305) 374-0030

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STATE OF FLORIDA)
) SS.
 COUNTY OF DADE)

H97000001515

The foregoing instrument was acknowledged before me this 27th day of January, 1997, by Nelson Slosbergas, as Incorporator of HARVEST ENTERPRISES CORP., a Florida corporation, on behalf of said corporation.



[Signature]
 NOTARY PUBLIC, State of Florida at Large
 NOTARY: Teresita Bregolat
 My Commission Expires:

Personally Known _____ OR Produced Identification _____
 Type of Identification Produced: _____

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