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NATIONS BANK BUILDING
900 WEST 49TH STREET
SUITE 514
HIALEAH, FLORIDA 33012

P97000004293

February 24, 2000

ATTN: Corporate Records
Amendment Department
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

700003258147--5
05/18/00--01124--007
*****35.00 *****35.00

RE: Articles of Amendment to Articles of Incorporation of Daily Fresh Fish
& Meat Market, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$ 35.00 to file the
Articles of Amendment. Please send stamped copy of the Amendment to the
attention of the undersigned.

Should you have any questions or concerns, please contact the undersigned.

Very truly yours,

RICHARD J. ADAMS, JR., ESQ.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 18 AM 8:28

Amend

V. SHEPARD JUN 1 2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
DAILY FRESH FISH & MEAT MARKET, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 18 AM 8:28

Pursuant to the provisions of section 607.1003, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: ESTELA FERNANDEZ is removed as Director, President, Vice President, Secretary and/or Treasurer. JUAN R. FERNANDEZ is added as sole Director.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementation the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: February 24, 2000

FOURTH: Adoption of Amendment(s)

_____ The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

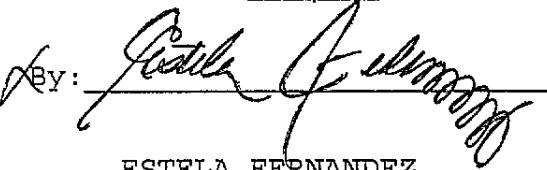
x_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

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

_____ The amendment(s) was/were approved by the shareholders through voting groups.

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

Signed this 24th day of February, 2000.

By: 

ESTELA FERNANDEZ
TYPE OR PRINTED NAME

DIRECTOR
TITLE