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Y & A PROFESSIONAL SERVICE, INC
12360 S.W. 132 CT. # 210- MIAMI, FL. 33186
Telephone # 305-971-3340 = Fax # 305-971-3345

Miami, November 17, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

FILED
98 DEC -4 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

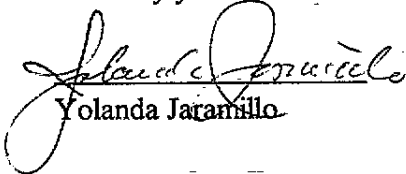
Enclosed please find ch., in the amount of \$ 35.00 dollars and the copy of the amendment of
Articles of Incorporation of:

MAGY CAFE, INC.

700002703007--4
-12/04/98--01042--010
*****35.00 *****35.00

If you have any questions regarding this matter, please do not hesitate to contact us.

Sincerely yours:


Yolanda Jaramillo

Amend.
12-10-98
CC

FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MAGY CAFE, INC.

All the Stockholders of MAGY CAFE, INC. a Florida Corporation under its corporate seal and the hand of its President , Bertilda Gutierrez, hereby certify as follows:

CLAUSE I

That all the Shareholders of MAGY CAFE, INC. in response to a call and notice of meeting, held on November 30, 1998, at 1460 Washington Ave. Miami Beach, Florida 33139 the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Article I, VII and VIII, of Articles of Incorporation to read as follow:

ARTICLE I
NEW REGISTERED AGENT

The name of the New Registered Agent, shall be: Bertilda Gutierrez, Located at 1460 Washignton Ave.Miami Beach, Florida 33139.

ARTICLES VII AND VIII
INITAL DIRECTORS AND OFFICERS

Upon motion duly made, it was unanimously approved that MANUEL MOTA, resigned as President of the Board of Directors, Transferring all his shares unto Bertilda Gutierrez, the new President and Registered Agent of the Corporation.

The Capital Stock of the corporation consists of 100 shares of \$ 10.00 dollars per value.

Not been any other changes, the new Board of Directors will read as follows:

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TALLAHASSEE FLORIDA

| NAME & TITLE: | ADDRESS: | SHARES |
|--------------------------------------------|----------------------------------------|--------|
| BERTILDA GUTIERREZ President /Secretary | 2050 S.W. 7 STREET Miami, Fl. 33176 | 100% |

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day November 30, 1998, at Miami, Florida.-----

MAGY CAFE, INC..
A Florida Corporation.

Bertilda Gutierrez
BERTILDA GUTIERREZ
President

**CERTIFIED OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

1.- The name of the corporation is:

MAGY CAFE, INC.

2.- The name of the address of the registered agent and office is:

BERTILDA GUTIERREZ
1460 Washington Ave.
Miami Beach, Fl. 33139

Signature: Bertilda Gutierrez
BERTILDA GUTIERREZ
PRESIDENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Bertilda Gutierrez
BERTILDA GUTIERREZ
REGISTERED AGENT