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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: STELLA-MAR, INC.
AUDIT NUMBER.....H97000004778
DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS.. Ø

PAGES..... 2

CERT. COPIES.....0

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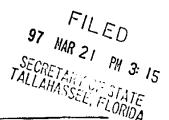
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION



STELLA-MAR, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VI AND VIII:

The Article of Incorporation are hereby amended by the following resolution adopted both by the Board of Directors and the shareholders:

IT IS RESOLVED AS FOLLOWS:

The Articles of Incorporation shall be amended to add:

Marcela Vanini as President/Director Eduardo Lacasa as Director Genaro Delgado Parker as Secretary/Treasurer/Director

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

Prepared by: Armando Lacasa Esq.

701 Brickell Avenue, Suite 1900

Miami, Florida 33131 (305) 789-2700

FBN 232203

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THIED:	The date of each amendment's adoption: March 21, 1997
FOURT	I: Adoption of Amendment(s) (CEECK CITE)
6	The amendment(s) was/were approved by the shareholders. The number of votes east for the amendment(s) was/were sufficient for approval.
l	The emendment(s) was/were approved by the shareholders through voting groups. The following statement must be expectately provided for each voting group endtled to vote separately on the amendment(s):
	The number of votes cast for the amendment(s) was/were sufficient for approval by
	toting group
Х	XXXXThe parendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
l	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this day _3 of
D :	
Signatur	(By the Chairman or Vice Chairman of the Board of Directors, President or other offices if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	EDUANDO LACASA. Typod or printed name
	Types or printed name
	Director and Vice Chairman
	Title