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8/04/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000014447 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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ACCT#: 071001002335

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NAME: EL COLOMBIANO USA, INC.

AUDIT NUMBER.....H98000014447

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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Amendment

8/5/98

DC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EL COLOMBIANO USA, INC.**

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: The following articles are being amended:

Article VI: The new Registered Agent and address is:

Roberto Zennaro
9436 SW 145th Place
Miami, Florida 33186

Article VII: The new Board of Directors and officers are:

Roberto Zennaro, President
9436 SW 145th Pl
Miami, Florida 33186

Edgardo Fabian Martinez, Vice president
11920 SW 92th Lane
Miami, Florida 33186

Yolanda Zennaro, Secretary
9436 SW 145th Pl
Miami, Florida 33186

SECOND: The date of each amendment's adoption is July 29, 1998

Prepared by: Yesit J. Campo
9572 NW 41 Street
Miami, FL 33178
(305) 593-2003

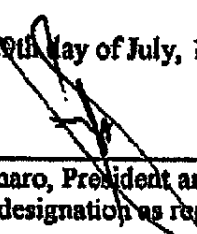
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THIRD: The amendments were approved by the shareholders. The number of votes
Cast for the amendments were sufficient for approval.

Signed this 29th day of July, 1998

Signature


Roberto Zennaro, President and as Registered agent
I accept the designation as registered agent

H98000014447