

WHITTAKER & WHITTAKER, P.A.

P97000018851

June 23, 2000

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

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-07/12/00--01001--006
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find Articles of Amendment for Fruit Stop, Inc. I have enclosed a check for \$35.00 to cover the filing fees.

Please feel free to contact the undersigned if I may be of further assistance.

Sincerely,



MARK E. THOMPSON
PARALEGAL

Mark Thompson authorized
to change chapter from
621 to 607.

Amend
MS 7-11-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 12: 04

00 JUL 10 PM 12: 04

ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FRUIT STOP, INC.

Pursuant to the provisions of Chapter 607 Section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST: Amendments adopted:

ARTICLE III - Business mailing address is changed to

1835-37 N.E. 185 Street
North Miami Beach, Florida 33160

ARTICLE VII OFFICERS and DIRECTORS: The present Officers and Directors have resigned and the Board of Directors shall consist of the following officers and directors who shall hold office until their successors are elected:

Dieynaba Diallo Niang Pres., Sec., Trea., Director
1835 - 37 N.E. 185 Street
North Miami Beach, FL 33160

Cheikh T. Niang Vice President, Director
1835 - 37 N.E. 185 Street
North Miami Beach, FL 33160

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

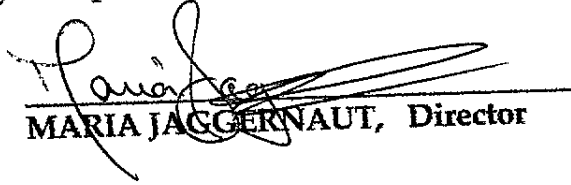
N/A

THIRD: The date of the Amendments April 19, 2000.

FOURTH: AMENDMENTS ARE ADOPTED

The Amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 24TH day of April, 2000.



MARIA JAGGERNAUT, Director