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BASIC AMENDMENT

ITALIALAT FOODS GROUP INC.

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Amend
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Articles of Amendment
to the
Articles of Incorporation
of
ITALIALAT FOODS GROUP INC.

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Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendments (s) to its Articles of Incorporation:

ARTICLE III
CAPITAL STOCK

The corporation is authorize to have the aggregate of 1,000 shares of capital stock at any one time. The number of shares shall be divided as follows:

Rocco Aufiero: Shall have 510 shares of capital stock or 51%
Luis R. Bonilla: Shall have 240 shares of capital stock or 24%
Alessandro Cesaria: Shall have 250 shares of capital stock or 25%

ARTICLE V
DIRECTORS AND OFFICERS

The name and street address of the members of the Board of Directors and the Officers of the corporation will change from:

ROCCO AUFIERO
161 Crandon Blvd.
Unit # 219
Key Biscayne, FL 33149

PRESIDENT / SECRETARY / DIRECTOR

AND

CARMEN FUENTES
200 S. BISCAYNE BLVD.
UNIT 4815
MIAMI, FL 33131

ASSISSTANT SECRETARY

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TO

ROCCO AUFIERO
Via Romano # 8
86100 Campobasso, Italy

PRESIDENT / SECRETARY / DIRECTOR

LUIS R. BONILLA
2121 Ponce de Leon Blvd.
Suite 1050
Coral Gables, FL 33134

VICE-PRESIDENT / DIRECTOR

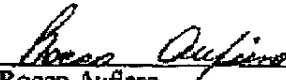
ALESSANDRO CESARIA
Contrada Coste No. 22
Vinchiaturo Campobasso 86019
Italy

TREASURER / DIRECTOR

Date of Amendment adoption: March 15, 2003.
Effective date: March 15, 2003.

The amendment was approved by the board of Directors on March 15, 2003 without shareholder action and shareholder action was not required.

Signed this 15th day of March, 2003.


Rocco Aufiero
President / Secretary / Director