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9/24/97

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TO: DIVISION OF CORPORATIONS	FAX #: (850) 922-4000
FROM: FAB-T CORP. AGENTS, INC.	ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ	FAX #: (305) 716-0346
PHONE: (305) 599-0839	
NAME: W & D PREMIUM RAGS, CORP.	
AUDIT NUMBER.....H97000015890	
DOC TYPE.....BASIC AMENDMENT	
CERT. OF STATUS..0	PAGES..... 2
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*Amendment  
10/3/97  
DL*

9/24/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839 FAX #: (305)716-0346

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DIVISION OF CORPORATIONS

14)022-3709

(904)922-3789  
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 24, 1997

**W & D PREMIUM RAGS, CORP.**  
**2280 SW 24 TERRACE**  
**MIAMI, FL 33145**

**SUBJECT: W & D PREMIUM RAGS, CORP.**  
**REF: F97000069374**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

**Daxlene Connell**  
Corporate Specialist

**FAX Aud. #: H97000015890**  
**Letter Number: 297A00047414**

H97000015890

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**W & D PREMIUM RAGS, CORP.**

97 OCT -2 PM 4: 25  
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TALLAHASSEE, FLORIDA

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

**FIRST: ARTICLE X: Should read as follows:**

The name of the subscriber (s) to these Articles of Incorporation is (are) **INDUSTRIAS W D EL PUEBLITO S.A.** The total aggregate amount of Shares each agrees to take shall be the sum of 200 shares at \$1.00 par Value for a total amount of \$ 200.00. The address shall be:

3630 NW 76 Street  
Miami, FL 33147.

**ARTICLE VI: Should read as follows:**

The principal office of this corporation shall be located at:  
3630 NW 76 Street  
Miami, FL 33147

**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 if not contained in the amendment itself, are as follows**

N/A

**THIRD: The date of each amendment's adoption: September 24, 1997.**

**FOURTH: Adoption of Amendment (s)**

— The amendment (s) was/were approved by the shareholders . The number of votes cast for the amendment (s) was/were sufficient for approval.

— The amendment (s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each Voting group entitled to vote separately on the amendment (s):

\*The number of votes cast for the amendment (s) was/were sufficient for approval by \_\_\_\_\_

— The amendment (s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Prepared by: The Solano Group, P.A., CPA  
782 N.W. Le Jeune Rd., Ste. 437  
Miami, FL 33126  
(305) 441-2606

H970000015890

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Signed this 24 day of September, 1997.

Signature: *Martha Doris Madrigal Pereira / Walter Rojas Montero*  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

**Martha Doris Madrigal Pereira / Walter Rojas Montero  
INCORPORATORS**

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