TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: DON CORLEONE PIZZA PASTA, INC.

AUDIT NUMBER..... H98000016599 DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...O

PAGES..... 3

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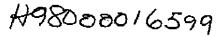
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# ARTICLES OF AMENDMENT

### OT

## ARTICLES OF INCORPORATION

OF

DON CORLEONE PIZZA PASTA, INC.



### (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 I to read as follows:

The name of the corporation shall be:

VILA ITALIA PIZZA-PASTA, INC.

ARTICLE III to read as follows:

The number of shares of stock that this corporation to have oustanding at any time is: 500 (Five Hundred) at \$1.00 Par Value. All 500 shares are issued to the 100% owner, named Lidia Guerra, residing at 1655 N.W. 29th Avenue, Miami, F1. 33125.

ARTICLE V to delete Hugo Pozzoli and Jorge Rodriguez as President, Secretary & Tresurer of Corporation. To add Lidia Rodriguez as being the only director of the Corporation. Lidia Rodriguez is named President, Secretary & Treasurer of Corporation.

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:

FROM: MARCOS GUERRA. CPA

3663 S W 8th Street, Suite 210

Miami, Florida 33135

Phone: (305) 447-1426

1498000016577
THIRD: The date of each amendment's adoption: SEPTEMBER 1, 1998
FOURTH: Adoption of Amendment(s) (check one)
The amendment(s) was/were approved by the shareholders. The number of vot cast for the amendment(s) was/were sufficient for approval.
The amendment(s) was/were approved by the shareholders through voting group
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"
(voting group)
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this4 day of SEPTEMBER, 19_98
Signature Lidia Coullia
(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)
LIDIA GUERRA
Typed or printed name
DIRECTOR, PRESIDENT, SECRETARY & TREASURER
Tide

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