

P97000091821

Delray Beach – Florida, November 17, 1998

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE – FL – 32314

100002743921--4
-01/15/99--01065--005
*****43.75 *****43.75

RE: AMENDMENT OF ARTICLES

Profit Corporation: SALAD CHEF OF DELRAY BEACH, INC.

To Whom It May Concern:

We are sending the Amendment of the Articles of our Incorporation.
We would like to ask you for a Certificate of Status, after the Amendments
are registered. We are including the Fees at the amount of US\$ 43.75.

If you need any other necessary information concerning this matter,
please feel free to contact us.

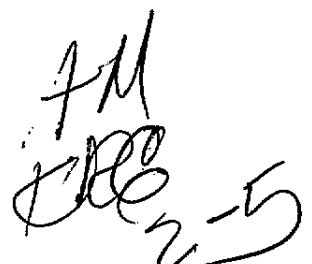
Sincerely,


SALAD CHEF OF DELRAY BEACH, INC.
MARCELO ANTONIO FERNANDES
President

AND
PATRICIA OLIVEIRA FERNANDES
Vice-President

210 NE 6th Avenue
Delray Beach – FL – 33483 * Phone: (561) 276-4775

FILED
99 FEB -4 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 1999

SALAD CHEF OF DELRAY BEACH, INC.
MARCELO ANTONIO FERNANDES
210 NE 6TH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: SALAD CHEF OF DELRAY BEACH, INC.
Ref. Number: P97000091821

We have received your document for SALAD CHEF OF DELRAY BEACH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

PART FOURTH (ADOPTION OF AMENDMENT) SHOULD BE CHANGED, THE WORD "MEMBERS" IS USED IN THIS MANNER WITH A NONPROFIT CORPORATION. IT MUST BE STATED THAT NO SHAREHOLDER APPROVAL IS NECESSARY.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 099A00003118

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

SALAD CHEF OF DELRAY BEACH, INC.

(present name)

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:

The date of each amendment's adoption is November 10, 1998

First : Amendment(s) adopted: AMENDED.

ARTICLE VII - Directors.

ARTICLE XII - Registered Office and Agent.

Second: Amendment Adopted: ADDED

ARTICLE VII - SHAREHOLDERS

ARTICLE XIII - Limitations on Corporate Stock.

ARTICLE XIV - Dissolution.

Third : The date of adoption of the Amendment (s) was: 11/10/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLE VII – Board of Directors/Subscribers.

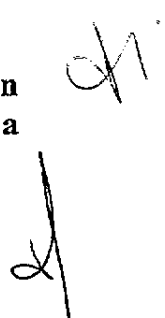
This corporation have now 2 (two) new Directors. The initial Director MR. DOMINICK SWIESZKOWSKI, is no longer part of this corporation since November 10, 1998. The names, addresses, titles, and the number of share of stock subscribed to, by each person signing those Amendment of Articles of Incorporation are:

NAME	ADDRESS	SHARES
Marcelo A. Fernandes President / Treasurer	820 NW 45yth Street Pompano Beach, FL, 33064.	(50 shares) 50%
Patricia O. Fernandes Vice-President / Secretary	820 NW 45yth Street Pompano Beach, FL, 33064.	(50 shares) 50%

ARTICLE XII – Registered Office and Agent.

The street address of the registered office of this corporation is the same, 210 NE 6th Avenue – Delray Beach – FL – 33483, and the name of the new registered agent of this corporation at that address is MARCELO ANTONIO FERNANDES.

ARTICLE XIII – Limitations on Corporate Stock.

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
 2. If any officer, shareholder, agent or employee of this corporation, who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall serve all employment with, and financial interest in the corporation.
 3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the Corporation.
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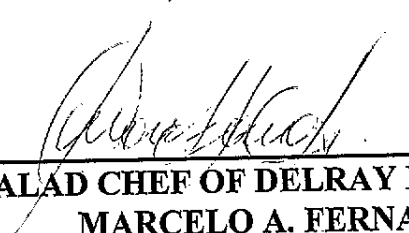
ARTICLE XIV – Dissolution.

The Corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the Corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the Corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

Fourth : Adoption of Amendment.

There are no shareholders entitled to vote on the amendment. The amendment was adopted by the board of Directors.

IN WITNESS WHEREOF, the undersigned being the subscribers to the capital stock of this corporation, in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true this 10th day of November, 1998.



SALAD CHEF OF DELRAY BEACH, INC.
MARCELO A. FERNANDES

President / Treasurer / Director



SALAD CHEF OF DELRAY BEACH, INC.
PATRICIA O. FERNANDES

Vice-President / Secretary / Director



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is SALAD CHEF OF DELRAY BEACH, INC.
2. The name and address of the registered agent and office is:

Marcelo A. Fernandes

(Name)
President


210 NE 6th Avenue

(P.O. Box or Mail Drop Box NOT Acceptable)

Delray Beach – FL – 33483

(City and State and Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

11/10/98
(Date)