

# P97000096323

**WEISSMAN, DERVISHI, BORG & NORDLUND, P.A.**ATTORNEYS AT LAW  
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MIAMI, FLORIDA 33131TELEPHONE (305) 347-4070  
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December 22, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314200003516012--4  
-12/28/00--01066--004

Re: Immediate Officer and Registered Agent Change via Enclosed Articles of Amendment  
and Statement of Change of Registered Agent;  
Parrilla de Sancho, Inc.,  
Incorporated on November 12, 1997 under document number P97000096323.

Ladies and Gentlemen:

Please make immediate change to our list of officers and registered agent for the corporation referenced above. We enclose our Articles of Amendment and Statement of Change of Registered Agent, together with our check for \$70.00.

Thank you.

Very truly yours,

  
RANDALL NORDLUND

Encls.

FILED  
00 DEC 28 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

J. LEWIS JAN 8 2001

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PARRILLA DE SANCHO, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation, incorporated on November 12, 1997 under document number F97000096323, adopts the following articles of amendment to its articles of incorporation:

FIRST: The following, Article VI shall be added:

ARTICLE VI OFFICERS

Carlos Pacheco shall serve as President and sole officer of the corporation.

SECOND: This amendment was approved by the unanimous vote of all shareholders, which was sufficient for approval of this amendment.

Signed this 22nd day of December, 2000.

PARRILLA DE SANCHO, INC.,  
a Florida corporation

  
CARLOS PACHECO  
President and Sole Director

FILED  
00 DEC 28 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN RESOLUTION OF ALL SHAREHOLDERS TO  
CHANGE IN BOARD OF DIRECTORS**

The undersigned, as sole shareholder of all shares of PARRILLA DE SANCHO, INC., a Florida corporation, vote, agree, consent to, and resolve that Alvaro Gonzalez shall immediately be removed and no longer serve as Director of the corporation, and that Carlos Pacheco shall continue to serve as Director of the corporation, as the sole Director. The officers of the corporation shall take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned, sole stockholder has signed his name below, referencing both the date signed and the percentage of shares of the corporation held by him of record on that date.

Signature

Date

Percentage of Shares Held

  
CARLOS PACHECO

December 22, 2000

100 PERCENT

**CERTIFICATE OF CORPORATE RESOLUTION**

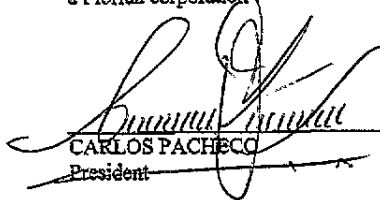
We, as all of the officers and directors of PARRILLA DE SANCHO, INC., a Florida corporation, certify that the following is a full, true, and correct copy of the resolution of the Board of Directors of the corporation, duly and regularly passed and adopted by the unanimous, written consent of all directors, in accordance with Florida law and the governing corporate documents, on December 22, 2000:

RESOLVED, that the sole officer of the corporation shall be Carlos Pacheco, as President, and the new Registered Agent and Registered Office of the corporation shall be Randall Nordlund, Esq., Bank of America Tower at International Place, Suite 2610, 100 Southeast 2nd Street, Miami, Florida 33131.

This resolution shall take effect immediately.

DATED this 22nd day of December, 2000.

PARRILLA DE SANCHO, INC.,  
a Florida corporation



CARLOS PACHECO  
President