

Division of Corporations

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P98000002728

Florida Department of State
Division of Corporations
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(((H98000020819 2)))

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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : RUIZ & CO., INC.
Account Number : 110116001462
Phone : (305) 828-1277
Fax Number : (305) 828-6855

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

EL COMPETIDOR HAVANO CIGARS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Name Change

11-9-98

DC

Aud# H98000020819-2

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

**EL COMPETIDOR HAVANO CIGARS, INC.
DOC.# P98000002728**

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 -NAME

Delete: El Competidor Havano Cigars, Inc.

Added: Tabacalera-Popular Cubana, Inc.

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TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment it not contained in the amendment itself, are as follows:

By Shareholders vote

Prepared by: Ruiz & Company, P.A.
1665 West 68 Street, Ste#206
Hialeah, Florida 33014
(305) 828-1277

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Page #2 Articles of Amendment

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THIRD: The date of each amendment's adoption: November 5th, 1998

FOURTH: Adoption of Amendment(s) (Check One)

X The amendment(s) was/were approved by the shareholders. The number of votes as 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):

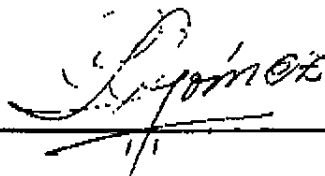
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (Voting Group."

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 this 05th day of November 1998

Signature: _____



Pedro F. Gomez

PRESIDENT/DIRECTOR

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