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June 3, 1998

Via FedEx

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Garazera, Inc.

900002547839--8
-06/04/98--01071--008
*****87.50 *****87.50

Ladies and Gentlemen:

Enclosed for filing is an original, as well as one(1) copy, of the recent Articles of Amendment to Articles of Incorporation of Garazera, Inc., a Florida corporation. Also enclosed is a check in the amount of \$87.50 for the filing fee and one certified copy.

Please return the certified copy by FedEx using the enclosed self-addressed FedEx label for expedited delivery. Garazera, Inc. needs the certified copy for review by a state governmental agency by Monday, June 8, 1998. (I understand that you cannot guarantee receipt by that date.) Thank you very much for your assistance in this matter.

We note for the public record that the Second Article of Amendment names Bernardo Garazi as the initial sole director, president, secretary and treasurer of the corporation. This amendment reflects timely corporate action establishing him as such.

Please contact the undersigned if you have any questions.

Very truly yours,

Steven K. Baird
Steven K. Baird

cc: Bernardo Garazi
(Via telecopy)

98 JUN -4 PM 2:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

GARAZERA, INC.

FILED
98 JUN -1 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, Garazera, Inc., a Florida (for profit) corporation (the "Corporation"), adopts the following articles of amendment to its articles of incorporation:

FIRST: *Article II of the articles of incorporation of the Corporation shall be amended to read as follows:*

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3090 W. 16th Avenue, Hialeah, Florida 33012.

SECOND: *The following Article VI shall be added to the articles of incorporation of the Corporation:*

ARTICLE VI
INITIAL DIRECTOR AND OFFICERS


Initially the Corporation shall have one director, who shall be Bernardo Garazi and who shall serve until his successor(s) have been duly elected pursuant to the bylaws of the Corporation. Bernardo Garazi shall be the initial president, secretary and treasurer of the Corporation, and shall so serve until his successor(s) have been duly elected pursuant to the bylaws of the Corporation.

THIRD: *The foregoing amendments were adopted on May 19, 1998.*

FOURTH: *The foregoing amendments were adopted by the Board of Directors of the Corporation and approved by the shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval.*

Signed this 19th day of May, 1998 .

GARAZERA, INC.


By: Bernardo Garazi,
President and Sole Director of the Corporation