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

ACCT#: 072450003255
FAX #: (305)541-3770

NAME: N & K WHOLESALERS INC.
AUDIT NUMBER.....H98000015664
DOC TYPE.....BASIC AMENDMENT
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Amendment
8/24/98
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(2)

H9800001566T
**ARTICLES OF AMENDMENT
 TO
 ARTICLES OF INCORPORATION
 OF**
N & K WHOLESALERS INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Effective May 8, 1998 Nawal Abdel-Qader of 800 North Miami Ave # 1106 Miami Fl 33136 is designated President and sole officer of N: & K Wholesalers Inc., and Nezar Abdel-Qader Daliah of 4070 N.W 132nd St., Opalocka Fl 33054 resigns as President

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:

THIRD: The date of each amendment's adoption: May 8, 1998

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and the shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast 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 Unanimous Decision
(voting group)

Signed this 20th day of August, 1998.

N & K Wholesalers Inc.
(corporation name)

By *Nawal Ameen Abdel-Qader*
(chairman or vice-chairman of the board of directors,
 president or other officer if adopted by the share holders)
 (a director of incorporator if adopted by the directors of incorporators)

Nawal Abdel-Qader
(typed or printed name)
President
(title)

JOSE NAE
 3899 NW 7TH STREET SUITE 203
 MIAMI, FL 33126
 (305) 541-3980

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