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ATTORNEY-AT-LAW
MICHAEL J. LIBERATORE.

801 Brickell Avenue, Ninth Floor
Miami, Florida 33131

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* Member, Calif. & Mass. Bars

Tel. (305) 529-1854
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August 4, 1998

Secretary of State, Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

600002610756--9
-08/07/98--01066--020
*****35.00 *****35.00
600002610756--9
-08/07/98--01066--021
*****52.50 *****52.50

Dear Madam/Sir:

Herewith please find the Articles of Amendment to the Articles of Incorporation for Ribeiro Brothers Coffee Company.

Kindly process the Articles of Amendment as soon as possible. Please also send us a certified copy of the restated Articles of Incorporation. We are enclosing two checks, one for the amendment in the amount of \$35.00, and a check for \$52.50 to cover the certified copy costs of the restated Articles.

Thank you.

Very truly yours,

Michael J. Liberatore
Michael J. Liberatore

Enclosure

FILED
08 AUG -7 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
8-12

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
RIBEIRO BROTHERS COFFEE COMPANY

Pursuant to a majority vote of the Shareholders, a majority vote being a sufficient number of votes and no voting by voting groups being required, at a meeting held on the 27th day of May, 1998, the following articles are amended to read as follows:

"ARTICLES OF INCORPORATION
OF
RIBEIRO BROTHERS COFFEE COMPANY

ARTICLE I
NAME & PLACE OF BUSINESS

The name of the Corporation is RIBEIRO BROTHERS COFFEE COMPANY. The principal place of business and mailing address of the Corporation is 11440 N. Kendall Dr. Suite 201, Miami, Florida 33176.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be 2,500 (two thousand and five hundred) shares of voting common stock, having an individual par value of \$500.00 (five hundred U. S. dollars).

ARTICLE VI
REGISTERED OFFICE AND AGENT

PREPARED BY:
GARRY NELSON, ESQ.
801 BRICKELL AVENUE, 9TH FLOOR
MIAMI, FLORIDA 33131
FLA. BAR #: 717266
TEL (305) 374-2002 FAX (305) 285-1982

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Robert F. Phillips

The initial registered office of the Corporation is 801 Brickell Avenue, 9th Floor, Miami, Florida 33131. The initial Registered Agent at that address is Michael Joseph Liberatore.

ARTICLE VII DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one member, the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect.

The name and address of the member of the first Board of Directors who shall serve until the first annual meeting of shareholders or until his successors is elected and qualified shall be:

NAME(S)

Robert F. Phillips

ADDRESS

320 Woodworth Avenue, Yonkers, New York, 10701

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is: Michael J. Liberatore, 801 Brickell Avenue, 9th Floor, Miami, FL 33131.

ARTICLE IX INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

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Robert F. Phillips

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of May, 1998.

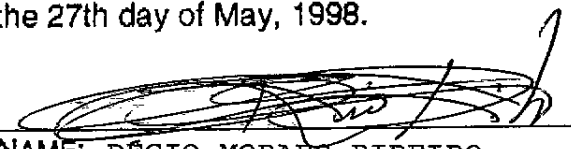
Michael J. Liberatore, Incorporator

Pursuant to Section 607.034, Florida Statutes, having been named to accept service of process for RIBEIRO BROTHERS COFFEE COMPANY, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.

Michael Joseph Liberatore, Registered Agent"

The foregoing restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.

IN WITNESS WHEREOF, the president of Ribeiro Brothers Coffee Company and all of the shareholders of the company have executed these Articles of Amendment as of the 27th day of May, 1998.


NAME: DÉCIO MORAES RIBEIRO
Title: President


IRMÃOS RIBEIRO EXPORTAÇÃO IMPORTAÇÃO LTDA.
BY: DÉCIO MORAES RIBEIRO
Shareholder


~~SUMATRA COMERCIO~~ INDÚSTRIA EXPORTAÇÃO IMPORTAÇÃO LTDA.
BY: JOÃO ANTONIO LIAN
Shareholder


COSTA CAFÉ COMÉRCIO EXPORTAÇÃO IMPORTAÇÃO LTDA.
BY: ARMANDO COSTA FILHO
Shareholder

PREPARED BY:
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