

Division of Corporations

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Florida Department of State

Division of Corporations

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Justin T. Wilson

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FILED**BASIC AMENDMENT****UNLIMITED LATIN FLAVORS, INC.**

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*Amendment**4-6-99**DC*

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
UNLIMITED LATIN FLAVORS, INC.**

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TALLAHASSEE, FLORIDA

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The undersigned, constituting all of the directors of Unlimited Latin Flavors, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), do hereby certify:

1. The name of the Corporation is Unlimited Latin Flavors, Inc.
2. The Corporation does not yet have shareholders.
3. The following provision of the Articles of Incorporation of the Corporation be and it hereby is amended in the following particulars:

- a) Article IV be and it hereby is amended to read in its entirety as follows:

"ARTICLE IV

The aggregate number of shares, which the corporation shall have authority to issue, is the total sum of Fifty Million (50,000,000) shares of Common Stock, having a par value of \$0.01 per share. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.


4. The foregoing amendment was adopted by unanimous consent of the directors of the Corporation dated March 30, 1999.


Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, FL 33133
(305) 858-5555

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IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed these Articles of Amendment this 30th day of March, 1999.


Armando Gutierrez, Director


Gilbert Hevia, Director


Bert Velunza, Director