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BASIC AMENDMENT

GUAYACAN RESTAURANT AT BIRD ROAD, INC.

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

GUAYACAN RESTAURANT AT BIRD ROAD, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

First: Amendment adopted:

Article VII - Directors

The corporation shall have (1) director(s). The number of director(s) may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than ONE (1). The name and address of the director(s) of this corporation is:

P/D - Yelba E. Vargas - 12365 SW 18th Street, Apt 112 - Miami, FL 33175

Second: The shareholders approved the amendment on September 24, 2004, and the number of votes cast for the amendment was sufficient for approval.

Signed on September 24, 2004

Signature:

Yelba E. Vargas - President

SECUE THREE STATES