

P98000099207

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 LOCAL REPRESENTATIVE TALLAHASSEE

800002826518--1
 -04/01/99--01066--014
 *****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TIO MANOLO PRODUCE, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #) *Amend*
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 99 APR - 1 PM 4:40
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION
 99 APR - 1 AM 11:04
 RECEIVED

Examiner's Initials DR



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 1, 1999

LAZARUS

MIAMI, FL

SUBJECT: TIO MANOLO PRODUCE, INC.
Ref. Number: P98000099207

We have received your document for TIO MANOLO PRODUCE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 099A00016623

RECEIVED
99 APR -2 1M 11:56
TIO MANOLO PRODUCE, INC.
LAZARUS
MIAMI, FL

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

99 APR -1 PM 4:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TIO MANOLO PRODUCE, INC

(present name)

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

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE IV: BOARD OF DIRECTORS

NAME	TITLE
CHRISTIAN SAENZ DE VITERI 999 BAYSHORE DR. SUITE No.- 1710 MIAMI, FL 33131	VICE_PRESIDENT
MANUEL F. SAENZ DE VITERI 999 BAYSHORE DR. SUITE No.- 1710 MIAMI, FL 33131	SECRETARY/TRASURY

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: 3-30-99

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

- 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 _____
(voting group)

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

Signed this 30 day of MARCH, 19 99

Signature


(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an Incorporator if adopted by the incorporators)

ANDY L CEVALLOS

Typed or printed name

SECRETARY/TREASURY

Title