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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BISSALEH CAFFE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BISSALEH CAFFE, INC.

⑤

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

ARTICLE VI: This paragraph shall be deleted and the paragraph shall be amended to read as follows:

"This Corporation shall have One (1) officer. The names and street addresses of the directors and officers who shall hold office until their successors are elected or appointed shall be:

JULIUS KLAYMAN

PRESIDENT/ DIRECTOR

The address of the principal office of this Corporation shall be: 17608 Collins Avenue, North Miami Beach, Florida 33160, and the mailing address shall be the same.

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:

NONE

THIRD: The date of each amendment's adoption: October 3, 2003.

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):

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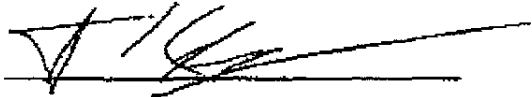
"The number of votes cast for the amendment(s) was/were sufficient for approval by

Voting group

X 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 day 30th day of October, 2003.



JULIUS KLAYMAN, PRESIDENT/ DIRECTOR

STATE OF FLORIDA)

: ss

COUNTY OF DADE)

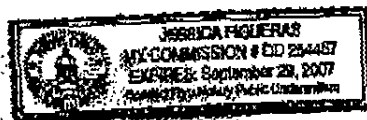
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared JULIUS KLAYMAN, and upon producing Florida Driver's License No.: K 455-432-58-4040, to me known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument voluntarily, of his own free will, for the purposes therein expressed.

WITNESS my hand and official seal this 30 day of October, 2003.



Notary Public, State of Florida

My commission expires on:




SAPIR GAMLIEL, TREASURER/DIRECTOR

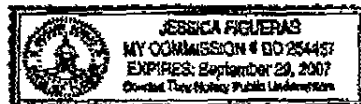
STATE OF FLORIDA)
: ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared SAPIR GAMLIEL, and upon producing Florida Driver's License No. CH-544-780-61-104-0, to me known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument voluntarily, of his own free will, for the purposes therein expressed.

WITNESS my hand and official seal this 20 day of October, 2003.


Notary Public, State of Florida

My commission expires on:




OSNAT KLAYMAN,
SECRETARY/DIRECTOR

STATE OF FLORIDA)
: ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared OSNAT KLAYMAN, and upon producing Florida Driver's License No.: K 455-640-64-783-0, to me known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument voluntarily, of his own free will, for the purposes therein expressed.

TOTAL P.05

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WITNESS my hand and official seal this 30 day of October, 2003.

Jessica Figueroa
Notary Public, State of Florida

My commission expires on:



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