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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-07/05/02--01066--004
*****35.00 *****35.00

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

1. NICO'S SEAFOOD CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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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
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. Coulliette JUL 05 2002

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NICO'S SEAFOOD CORPORATION
(Present name)**

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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 6: CHANGE OF DIRECTORS

(DELETE) MARIO GATICA
13860 SW 100 LANE
MIAMI, FL 33186

(LEAVE) MARIA V. ARENAS as PRES/TREAS/DIRECTOR
13860 SW 100 LANE
MIAMI, FL 33186

(LEAVE) MARKO GRUSIC BARRIOS as VICEPRES/SEC/DIRECTOR
13860 SW 100 LANE
MIAMI, FL 33186

SECOND: If an amendment provides for an exchange, reclassification or cancellation or cancellation Issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ARTICLE 7: MARIA V. ARENAS SHALL HOLD THE 100% OF THE SHARES OF MENTIONED CORPORATION.

THIRD: The date of each amendment's adoption: 07/01/02

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

_____ The amendment(s) was/were adopted by the incorporates without shareholder action and shareholder action was not required.

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

 X 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 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)

Signed this 01TH day of July 2002.

Signature Maria V. Arenas - [Signature]
(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholder's)

OR

(By a director if adopted by the directors)

OR

(By an incorporated if adopted by the incorporates)

MARIA V. ARENAS
Typed or printed name

PRESIDENT/INCORPORATOR/DIRECTOR
Title