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To:  
Division of Corporations  
Fax Number : (850) 922-4000

From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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99 MAY 17 PM 4:32

DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY 17 PM 4:54

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BASIC AMENDMENT

ARTISTI ITALIANI, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
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Amendment  
05-18-99  
DC

FILED  
69 MAY 17 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
OF  
ARTISTI ITALIANI, INC.

We, the undersigned stockholders and directors of ARTISTI ITALIANI, INC., a Corporation organized under the laws of the State of Florida hereby certify as follows:

ARTICLE I

The name of the corporation is:

ARTISTI ITALIANI, INC.

ARTICLE II

The Articles Of Incorporation are hereby amended by the following resolution adopted both by the Board of Directors and the Shareholders:

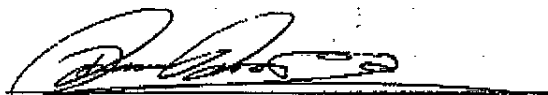
IT IS RESOLVED AS FOLLOWS:

The Articles of Incorporation shall be amended to ADD GENNARO BASTA as President and Director, MAURICIO ZANDONA as Vice-President and Director, MADELEINE RODRIGUEZ-JOMOLCA as Secretary and Director, MASSIMO NAZZARO as Treasurer and Director, and NATHALY CHAVEZ as Director effective May 11, 1999.

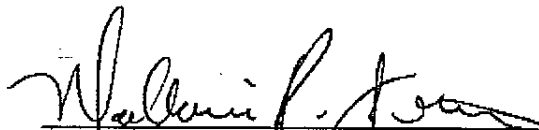
The foregoing resolution was adopted by the Board of Directors and the Shareholders at a Special Joint meeting held on May 11, 1999 and was approved all of the Corporation's shareholders.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Amendment this 11th day of May, 1999.

The Corporate address is 777 N.W. 72 Avenue, Suite 3H5, Miami, Florida 33126.



MASSIMO NAZZARO  
Treas, Director and Shareholder

  
MADELEINE RODRIGUEZ-JOMOLCA  
Sec, Director and Shareholder

Prepared By: Cabrera & Associates  
4201 SW 11 Street  
Miami, Florida 33134  
Phone#(305)-567-1900

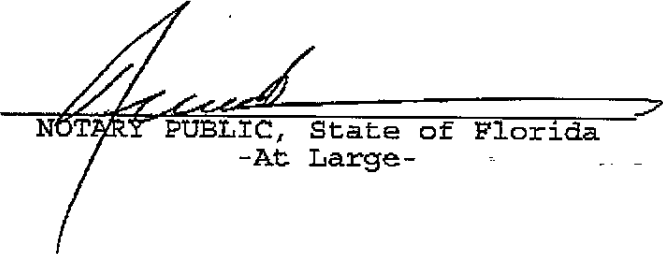
STATE OF FLORIDA            )  
                                  SS:  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY that on the 11th day of May, 1999, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments,

MASSIMO NAZZARO and MADELEINE RODRIGUEZ-JOMOLCA

to me well known and known to me to be the person(s) who executed the foregoing ARTICLES OF AMENDMENT and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, the day and year first above written.

  
NOTARY PUBLIC, State of Florida  
-At Large-

My Commission Expires:

