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LOCAL REPRESENTATIVE TALLAHASSEE

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NOV -2 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. PRIONES FURNITURE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input 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

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TALLAHASSEE, FLORIDA

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-11/02/99--01066--020
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C. COULLIETTE NOV 02 1999

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Briones Furniture, Inc.

(Present name)

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TALLAHASSEE, FLORIDA

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 VII : This Article is being amended by adding one officer and Director, Esteban Riojas of 900 S.W. 10 ST. # 11. Hallandale, Fl. 33009 was elected Officer and Director Of Briones Furniture, Inc.

Article X : Upon motion duly made Nilto Nigor Briones assign 50 % Of his capital stock or (50) shares of capital stock to Esteban Riojas and Nilto Nigor Briones was elected President and Esteban Riojas was elected Vice-President and Secretary.

Briones Furniture, Inc.
900 S.W. 10 ST. # 11.
Hallandale, Fl. 33009

Second: The date of each amendment's adoption:
October 1st 1999

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

The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not require.

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

(continued)

(continued)

X The amendments(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 separatly on the
amendment (s).)

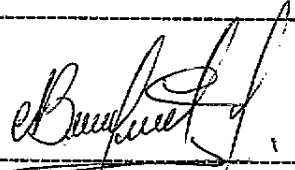
The number of votes cast for the amendment (s) was/were
sufficient for approval

by :

(voting group)

Sign this 1st day of October , 1999

By :



(chairman or vice chairman of the board of directors,
president or other officer if adopted by the
shareholders)

Nilto Nigor Briones

(Typed or print name)

Incorporator

President

(Title)