

SÁEZ LEÓN URDANETA
CALZADILLA & PÉREZ-BURELLI

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS
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†REGISTERED PATENT ATTORNEY
*ALSO ADMITTED IN NEW MEXICO
††CERTIFIED TAX ATTORNEY

August 9, 1999

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: PAN PA' YA DEVELOPMENT CORP., a Florida Corporation.

Dear Sir/Madam:

Enclosed for filing please find ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION for the above mentioned corporation along with our check in the amount of \$43.75 to cover the following:

-Filing Fee	\$ 35.00
-Certified Copy	8.75
Total	\$ 43.75

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*****43.75 *****43.75

Kindly return the certified copy to us at the above address. If you have any questions concerning this filing, please contact our office right away.

Sincerely,
SÁEZ LEÓN URDANETA
CALZADILLA & PÉREZ-BURELLI

Judith Phillips-Peraza
Legal Assistant

/jpp



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 23, 1999

SAEZ LEON URDANETA, ET.AL.
% JUDITH PHILLIPS PERAZA
888 BRICKELL AVE., 5TH FL.
MIAMI, FL 33131

SUBJECT: PAN PA'YA DEVELOPMENT CORP
Ref. Number: P99000066109

We have received your document for PAN PA'YA DEVELOPMENT CORP and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 399A00042144

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DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PAN PA' YA DEVELOPMENT CORP.

The undersigned, being the sole incorporator of PAN PA' YA DEVELOPMENT CORP., a Florida corporation, does hereby certify as follows:

1. The name of this corporation is PAN PA' YA DEVELOPMENT CORP..
2. Article VII of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE VII - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have two (2) directors. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the members of the board of directors are:

Name:
César Rincón

Address:
888 Brickell Avenue
5th Floor
Miami, Florida 33131

Luisa Urrea de Rincón

888 Brickell Avenue
5th Floor
Miami, Florida 33131

3. This amendment was adopted by the sole incorporator of this corporation on August 9, 1999 before the issuance of shares. Pursuant to Section 607.1005 of the Florida Statutes, no shareholder action is required.

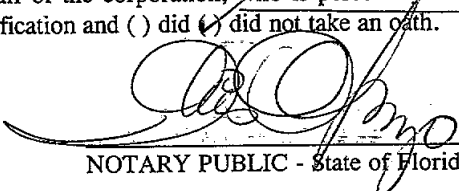
4. This amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 28th day of August, 1999.


ALBERTO A. LEÓN, Incorporator

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

The foregoing instrument was sworn to, subscribed and acknowledged before me this 27th day of August, 1999, by ALBERTO A. LEÓN, as Incorporator of **PAN PA' YA DEVELOPMENT CORP.**, a Florida corporation on behalf of the corporation, who is personally known to me or has produced _____ as identification and () did (x) did not take an oath.


NOTARY PUBLIC - State of Florida

Printed Name of Notary JOSE Y. ALONSO
COMMISSION # CC 544622
My Commission Expires APR 02, 2000
Confession No. BONDED THRU
ATLANTIC BONDING CO., INC.