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ADMITTED ONLY IN VENEZUELA

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ALSO ADMITTED IN NEW MEXICO
**FOREIGN LEGAL CONSULTANT
**NOT ADMITTED IN THE STATE OF FLORIDA
†CERTIFIED TAX ATTORNEY
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***ADMITTED IN MASSACHUSETTS,
PENNSYLVANIA AND WASHINGTON D.C.
††ADMITTED IN PENNSYLVANIA

March 30, 2000

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

Re: Pan Pa' Ya Development Corp.

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-04/03/00--01128-012
*****43.75 *****43.75...

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed for filing please find *Articles of Amendment to Articles of Incorporation*, along with a check in the amount of \$43.75 to cover the following fees:

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

Please return the certified copy to us at the above address. Should you have any questions concerning this filing, please feel free to contact our office.

Sincerely,
SÁEZ LEÓN URDANETA
CALZADILLA & PÉREZ-BURELLI

Ibis T. Alonzo
Legal Assistant

/ita
Encls.

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NC
T. LEWIS APR 11 2000

FILED
00 APR -3 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
00 APR -3 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

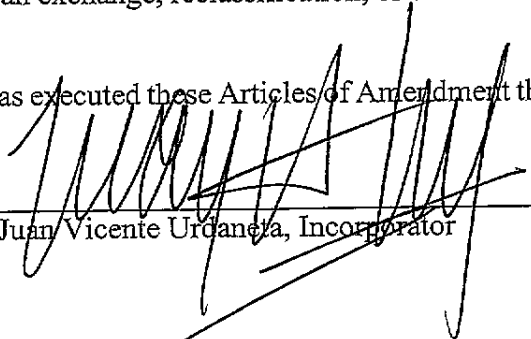
ARTICLE I - Name

The name of the corporation is **BREAD GALLERY BAKERY & CAFÉ USA INC.**

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.

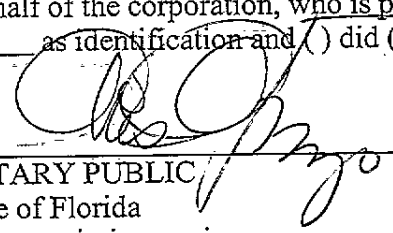
IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 29th day of March, 2000.



Juan Vicente Urdaneta, Incorporator

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

The foregoing instrument was sworn to, subscribed and acknowledged before me this 29th day of March, 2000, by **JUAN VICENTE URDANETA**, 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 () did not take an oath.



NOTARY PUBLIC
State of Florida
My commission expires:



IBIS T. ALONZO
COMMISSION # CC 544622
EXPIRES APR 02, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.