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LEON URDANETA CALZADILLA & PEREZ-BURELLI

AN INTERNATIONAL LAW FIRM

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ADMITTED ONLY IN VENEZUELA

CORAL GABLES OFFICE:
201 ALHAMBRA CIRCLE, SUITE 502
CORAL GABLES, FLORIDA 33134

March 1, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

*REGISTERED PATENT ATTORNEY AND
ALSO ADMITTED IN NEW MEXICO
**FOREIGN LEGAL CONSULTANT
NOT ADMITTED IN THE STATE OF FLORIDA
†CERTIFIED TAX ATTORNEY
*ADMITTED ONLY IN PENNSYLVANIA

Re: Name of Corporation: Bread Gallery Bakery & Café, USA, Inc.
Our File #: 5143-101

Dear Sir/Madam:

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-03/05/01--01043--005
*****43.75 *****43.75

Enclosed please find an original and a copy of the *Articles of Amendment to Articles of Incorporation* for Bread Gallery Bakery & Café, USA, Inc. to be filed and a check in the amount of \$ 78.75 payable to the Secretary of State to cover the following:

| | |
|----------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified Copy | \$ 8.75 |
| TOTAL: | \$ 43.75 |

Once filed, kindly mail a certified copy of the Articles of Amendment to Articles of Incorporation to our office.

If you have any questions, do not hesitate to contact the undersigned.

Very truly yours,

LEÓN, URDANETA,
CALZADILLA & PÉREZ-BURELLI

SUZETTE PEREZ

Legal Assistant to:
Alberto A. Leon, Esq.

Amend.

AAL/sp
Encls.

H:\Unrea\Docs\Ltr to Div of Corp re Amendment.wpd

V. SHEPARD MAR 7 - 2001

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BREAD GALLERY BAKERY & CAFÉ USA INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR -5 AM 8:55

The undersigned, being the president of the sole shareholder of **BREAD GALLERY BAKERY & CAFÉ USA INC.**, a Florida corporation, does hereby certify as follows:

1. The name of this corporation is **BREAD GALLERY BAKERY & CAFÉ USA INC.**
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:

Address:

VICTOR HUGO URREA

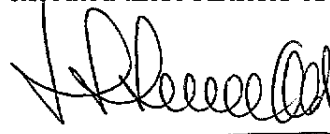
11220 N.W. 71 Street
Miami, Florida 33178

LUISA LUGO DE URREA

11220 N.W. 71 Street
Miami, Florida 33178

3. This amendment was adopted by the sole shareholder of this corporation on February 5, 2001. The number of votes cast for the amendment by the sole shareholder was sufficient for approval.
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 5th day of February, 2001.



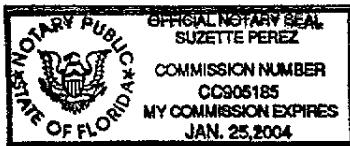
VICTOR HUGO URREA, as President of
Representaciones de los Andes, C.A. (REANDES)


STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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)ss:
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The foregoing instrument was sworn to, subscribed and acknowledged before me this 5th day of February, 2001, by VICTOR HUGO URREA, as President of Representaciones de los Andes, C.A. (REANDES), sole shareholder of **BREAD GALLERY BAKERY & CAFÉ USA, INC.**, a Florida corporation on behalf of the corporation, who is personally known to me or has produced Passport of Venezuela #0716348 as identification and ~~X~~ did () did not take an oath.





NOTARY PUBLIC
State of Florida
My commission expires: 1/25/04