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Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ
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BASIC AMENDMENT

CAFE CART #2, INC.

Certificate of Status	1
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAFÉ CART #2, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTED THE FOLLOWING ARTICLES TO AMEND TO ITS ARTICLES OF INCORPORATION.

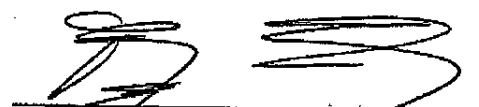
THE NAME OF THE CORPORATION IS: CAFÉ CART #2, INC.

AMENDMENT ARTICLE I

THE NAME OF THE CORPORATION IS CHANGED TO: CARIBE EXPRESS CAFÉ, INC.

THIS ARTICLES OF AMENDMENT WERE ADOPTED THIS 1st DAY OF NOVEMBER, 2000. THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS OF THE CORPORATION. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR THE APPROVAL.

IGNACIO GARCIA DU-QUESNE

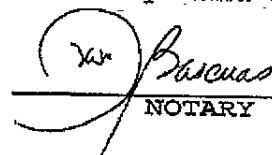


President, Secretary,
Director & Sole Shareholder
Café Cart #2, Inc.

STATE OF FLORIDA)
COUNTY OF DADE) SS.

Before me, the undersigned authority personally appeared Ignacio Garcia Du-Quesne, as President/Secretary/Director and Sole Shareholder of CAFÉ CART #2, INC., to me well known to be the persons who executed the foregoing articles of amendment to Articles of Incorporation, and acknowledge before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of November, 2000.



NOTARY PUBLIC

My Commission Expires:



Ana M. Bascuas
Commission # CC 900882
Expires Feb. 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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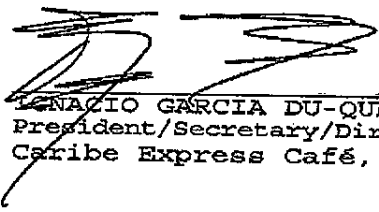
A F F I D A V I T

Before me the undersigned authority personally appeared IGNACIO GARCIA DU-QUESNE, being the sole shareholder, president, secretary and director of CARIBE EXPRESS CAFÉ, INC., who having been first duly sworn deposes and says:

- that effective September 22, 2000, the Department of State, State of Florida, administratively dissolved CARIBE EXPRESS CAFÉ, INC.,
- that CARIBE EXPRESS CAFÉ, INC. was administratively dissolved because it failed to file its 2000 corporation annual report/uniform business report, in accordance with Florida Statutes;
- that the shareholders of CARIBE EXPRESS CAFÉ, INC., have not reinstated, nor will they attempt to reinstate CARIBE EXPRESS CAFÉ, INC. to an active status; and
- that the name CARIBE EXPRESS CAFÉ, INC. is hereby released.
- further affiant sayeth naught.

Date as of this 1st day of November, 2000

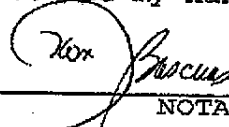
Sworn by:


IGNACIO GARCIA DU-QUESNE
President/Secretary/Director
Caribe Express Café, Inc.

STATE OF FLORIDA)
COUNTY OF DADE) SS.

Before me, the undersigned authority personally appeared and sworn Ignacio Garcia Du-Quesne, as President/Secretary and Director of Caribe Express Café, Inc., to me well known to be the person who executed the foregoing affidavit.

1st IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of November, 2000.


NOTARY PUBLIC

My Commission Expires



Ana M. Bascuas
Commission # CE 900882
Expires Feb. 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

G:\LAURA\ARTICLES OF INCORPORATION-AMENDMENT\AFFIDAVIT CARIBE EXPRESS

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