

S60300

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Account Name : YESIT J. CAMPO, P.A.
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BASIC AMENDMENT

R & G DISTRIBUTORS, INC.

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Amend



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 2001

R & G DISTRIBUTORS, INC.
6135 N.W. 167TH ST.
UNIT E-27
HIALEAH, FL 33015US

SUBJECT: R & G DISTRIBUTORS, INC.
REF: S60300

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Teresa Brown
Corporate Specialist

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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01 JUN -1 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R & G DISTRIBUTORS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following article are being amended:

Article VII: The new Board of Directors and officers are:

Ezequiel De la Torre	6135 N.W. 167 St. Suite E-27
President	Miami, Fl. 33015

Grace De la Torre	6135 N.W. 167 St. Suite E-27
Secretary	Miami, Fl. 33015

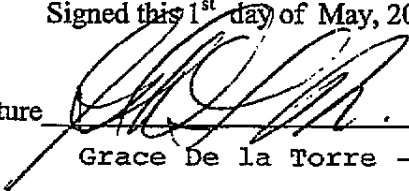
Rudy De la Torre	6135 N.W. 167 St. Suite E-27
Vice President	Miami, Fl. 33015

SECOND: The date of each amendment's adoption is May 1st, 2001

THIRD : The amendments were approved by the shareholders. The number of votes Cast for the amendments were sufficient for approval.

Signed this 1st day of May, 2001

Signature


Grace De la Torre - Secretary