LORIDA DIVISION OF CORPORATIONS

11/05/97

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DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: EL RETORNO CORPORATION OF MIAMI AUDIT NUMBER...... H97000018460

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES.....

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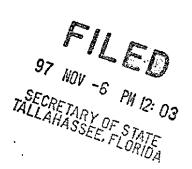
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



El Retorno Corporation of Miami	
Same as above (present serve)	

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: Amendment(s) adopted: (indicate untiels number(s) being amended, added or deleted)

Added: Patria Diaz as Vice President, Secretary and Treasurer

P/PClara Rivadeneira (305) 643.2248 Notary Public

2742 S.W. 8 St #201 Mia, Fl. 33135 SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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THIRD:	The date of each amendment's adoption: 11/05/97
FOURTE	: Adoption of Amendment(s) (CRECK ONE)
, XX	XX The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was were approved by the abareholders through voting groups. The following stolement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amondment(s) was/were sufficient
	for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
٠	Signed this day 5 of November 1997
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other afficer if adopted by the shareholders)
	OR ·
	(By a director if adopted by the directors)
	-
-	OR
	(By an incorporator if adopted by the incorporators)
	Severino Diaz
	Typed or printed name
	President
	Title

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