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Amend/Restated
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September 24, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314


Re: Amended and Restated Articles of Incorporation of
Los Fonomemecos Corp.

Dear Sir/Madam:

Enclosed please find an original and one copy of the above-referenced Amended and Restated Articles of Incorporation of Los Fonomemecos Corp. Additionally, we are providing our firm check in the amount of \$35.00 which represents the filing fee for this document. We are enclosing a copy of the document along with a stamped, self-addressed envelope for your return of a stamped "filed" copy.

Thank you for your cooperation in this regard.

Very truly yours,


Cynthia M. De Leon
Legal Assistant

/cd

Enclosures

c: Carlos A. Zumpano

DUANE MORRIS LLP

200 SOUTH BISCAYNE BOULEVARD, SUITE 3400 MIAMI, FL 33131-2397

PHONE: 305.960.2200 FAX: 305.960.2201

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DIVISION OF STATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LOS FONOMEMECOS CORP.**

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, LOS FONOMEMECOS CORP., a Florida corporation, hereby amends and restates its Articles of Incorporation, as follows:

ARTICLE I

The name of the corporation remains LOS FONOMEMECOS CORP.

ARTICLE II

The principal place of business and mailing address of the corporation is 225 N.W. 132nd Avenue, Miami, Florida 33182.

ARTICLE III

The corporation shall be authorized to engage in and transact and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, as amended and supplemented.

ARTICLE IV

The authorized capitalization of the corporation consists of 500 common shares, \$1.00 par value per share.

ARTICLE V

The name and address of the registered agent of the corporation is:

Jorge Miguel Gonzalez
225 N.W. 132nd Avenue
Miami, Florida 33182

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ADOPTION OF AMENDMENT

These Amended and Restated Articles of Incorporation were approved by the sole shareholder of the corporation by written consent. The number of votes cast for the amendment was sufficient for approval.


IN WITNESS WHEREOF, the corporation has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 24 day of September, 2003.



JORGE MIGUEL GONZALEZ, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for LOS FONOMEMECOS CORP., at the place designated in these Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Jorge Miguel Gonzalez, Registered Agent