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To:

Division of Corporations

Fax Number

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Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone

: (305)634-3694

Fax Number

: (305)633-9696

BASIC AMENDMENT

PAMEN LIQUOR STORE NO. 2, INC.

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AMENDMENT TO ARTICLES OF INCORPORATION OF PAMEN LIQUOR STORE NO. 2, INC.

Pursuant to the provisions of Section 607.1006. Florida Statutes this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment (s) adopted:

1. Article VI of the Articles of Incorporation of PAMEN LIQUOR STORE NO. 2, INC., a Florida corporation ("the corporation") which was filed on October 23, 1992, is hereby amended as follows:

The Director of the corporation shall be:

PABLO MENDEZ

2. Article VII of the Articles of Incorporation of PAMEN LIQUOR STORE NO. 2, INC., is hereby amended as follows:

The Officer of the corporation shall be:

President:

PABLO MENDEZ

Secretary:

PABLO MENDEZ

Treasurer:

PABLO MENDEZ

3. Article IX of the Articles of Incorporation of PAMEN LIQUOR STORE NO. 2, INC., is hereby amended as follows:

The number of shares of stock paid to the subscriber shall be:

PABLO MENDEZ

200 shares

SECOND: The date of each amendment's adoption stated above is effective as of the 35 day of

Adoption of Amendment (s):

The Amendments were approved and adopted by all shareholders, and the number of votes cast for the amendments were sufficient for approval. The number of votes cast for the amendments were sufficient for approval by an unanimous vote.

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Pamen Liquor Store No. 2, Inc., a Florida corporation

Pablo Mendez, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 25 day of May, 2001, by Pablo Mendez, authorized officer for the Corporation and on behalf of the Corporation and that he executed such Amendment of the Articles for the purpose therein stated. He personally appeared before me at the time of notarization and is personally known to me or has produced his PERSONACUL KNOWN as identification and did/did not take an oath.

Maria T Caprera

A 270 My Commission CC738174

Expires April 29, 2002

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA

By: AIRCIP - CARRELA

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