

P01000084147

JOSEPH Y. LEUNG, P.A.
CERTIFIED PUBLIC ACCOUNTANT

18999 Biscayne Boulevard, Suite 205 • North Miami Beach, Florida 33180 • (305) 933-9515 • Fax: (305) 933-1340

December 17, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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-12/20/01--01047--021
*****87.50 *****87.50
43.75

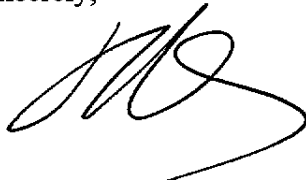
Re: RABIBAUM, INC.
Doc #: P01000084147

To Whom It May Concern:

Enclosed please find the Articles of Amendment executed by my client, and a check for \$87.50 which covers the filing fee and certified copy fee.

Should you have any questions, please call the undersigned.

Sincerely,



Joseph Y. Leung
Certified Public Accountant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -7 PM 2: 16

Amend.

V SHEPARD JAN 9 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 28, 2001

JOSEPH Y. LEUNG, P.A.
18999 BISCAYNE BLVD., STE. 205
N. MIAMI BEACH, FL 33180

SUBJECT: RABIBAUM, INC.
Ref. Number: P01000084147

We have received your document for RABIBAUM, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 201A00067464

RECEIVED
02 JAN -7 PM 1:05
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -7 PM 2: 16

RABIBAUM, INC.

(present name)

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 article number(s) being amended, added or deleted)

ARTICLE VIII - DIRECTOR AND OFFICER

DELETION - BENNY RABINOWICH - PRESIDENT/TREASURER/DIRECTOR
19380 COLLINS AVE, #1123
SUNNY ISLES BEACH, FL 33160

ADDITION - SALOMON RABINOWICH - PRESIDENT/TREASURER/DIRECTOR
19380 COLLINS AVE, #1123
SUNNY ISLES BEACH, FL 33160

REGISTERED AGENT

DELETION - BENNY RABINOWICH
19380 COLLINS AVE, #1123
SUNNY ISLES BEACH, FL 33160

ADDITION - SALOMON RABINOWICH
19380 COLLINS AVE, #1123
SUNNY ISLES BEACH, FL 33160

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:

THIRD: The date of each amendment's adoption: DECEMBER 15, 2001

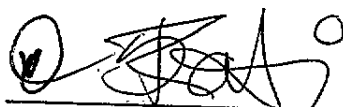
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- 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.

Signed this 17TH day of DECEMBER, 2001

Signature  _____
 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

SUSY RABINOWICH

 Typed or printed name

VICE PRESIDENT/DIRECTOR

 Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -7 PM 2:16

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **RABIBAUM, INC.**
2. The name and address of the registered agent and office is:

Salomon Rabinowich

19380 Collins Avenue, #1123
Sunny Isles Beach, Fl 33160

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: *Salomon Rabinowich*

DATE: *JANUARY 2, 2002*