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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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02 SEP 26 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

11:11 HYPARXIS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

AMEND
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9/27
9/11/02 3:47 PM
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 23, 2002

11:11 HYPARXIS, INC.
1602 ALTON ROAD
NO. 571
MIAMI BEACH, FL 33139

SUBJECT: 11:11 HYPARXIS, INC.
REF: P02000091563

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

THE DATE OF ADOPTION IS THE DATE THAT THE SHAREHOLDERS AND DIRECTORS VOTED TO ADOPT THE AMENDMENT, NOT NECESSARILY THE DATE OF SIGNING.

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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H02000195432
Letter Number: 102A00053970



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 12, 2002

11:11 HYPARKIS, INC.
1602 ALTON ROAD
NO. 571
MIAMI BEACH, FL 33139

SUBJECT: 11:11 HYPARKIS, INC.
REF: P02000091563

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

- (1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.
 - (a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-
 - (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.
- (2) If an amendment was adopted by the incorporators or board of directors without shareholder action.
 - (a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H02000195432
Letter Number: 902A00052318

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FILED
02 SEP 26 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION

OF

11:11 HYPARXIS, INC.

The undersigned acting as Incorporator and Director of 11:11 HYPARXIS, INC., pursuant to a unanimous vote of the shareholders and the incorporator and director referenced below pursuant to the Florida Business Corporations Act, adopts the following Amended Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be 11:11 HYPARXIS, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1602 Alton Road, No. 571, Miami Beach, Florida 33139.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written

promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF AMENDMENT

This Amendment will become effective UPON THE FILING of these Amended Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VII - RESIDENT AGENT AND ADDRESS

The street address of the registered office of the corporation is 7721 S.W. 62nd Avenue, Suite 202, South Miami, Florida 33143, and the name of the registered agent of this corporation at that address is PAUL R. SASSO.

ARTICLE VIII - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE IX - INCORPORATOR(S)

The name and street address of the incorporator is:

Paul R. Sasso
7721 S.W. 62nd Avenue,
Suite 202,
South Miami, Florida 33143

ARTICLE X - INITIAL DIRECTOR(S)

The name and street address of the initial director is:

Brenda Rosario
1602 Alton Road, No. 571, Miami Beach, Florida 33139.

ARTICLE XI - BYLAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon

having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action. Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XIII - INDEMNIFICATION

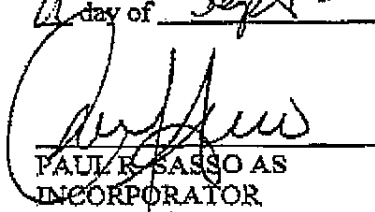
This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive or other rights to which any person may now or hereafter be entitled as a matter of law.

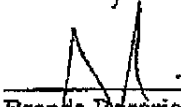
The Date of Adoption was Sept 11th, 2002.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of

Incorporation this

11 day of Sept., 2002.

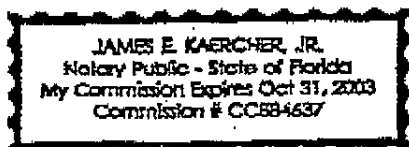

PAUL R. SASSO AS
INCORPORATOR


Brenda Rosario
DIRECTOR

STATE OF FLORIDA)
 ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL R. SASSO, and Brenda Rosario, who are personally known to me or who produced _____ as a form of identification, who executed the foregoing Amended Articles of Incorporation and acknowledged before me that they executed these Amended Articles of Incorporation and that the contents therein are known to be true to the best of his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11 day of Sept., 2002.




NOTARY PUBLIC, State of
Florida at Large

JAMES E. Kaercher
Print Name

CERTIFICATE OF DESIGNATION

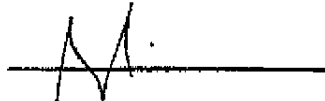
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: 11:11 HYPARXIS, INC.
2. The name and address of the registered agent and office is:

PAUL R. SASSO
7721 S.W. 62nd Avenue,
Suite 202,
South Miami, Florida 33143

SIGNATURE



TITLE

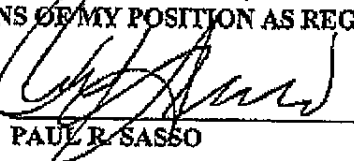
DIRECTOR

DATE

9-11-02

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


PAUL R. SASSO

DATE

9-11-02