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BASIC AMENDMENT
IL MONDO DEL GELATO, CORP.

Certificate of Status	0
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Amendment

10/02/03

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**AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
IL MONDO DEL GELATO, CORP.
(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(s) number(s) being amended, added or deleted

Change ARTICLE I - NAME

The name of this corporation shall be

IL MONDO DEL GELATO, CORP.

The principal place of business and mailing address of this corporation shall be:

**2500 nw 107 avenue Suite 208
Miami, Florida. 33172**

Change ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stocks which shall be distributed as it continues:

Il Mondo del Gelato, C.A. 51% of Stocks

**Rif: J-30883295-2
Calle 78 con Avenida 3-G Sector Plaza La Republica.
Maracaibo, Estado Zulia. Venezuela**

Gordana Lerga de Mrvaljevič 34% of Stocks

**2500 nw 107 avenue Suite 208
Miami, Florida. 33172**

Bernardo Vera 15% of Stocks

**2500 nw 107 avenue Suite 208
Miami, Florida. 33172**

Change ARTICLE V - OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):

**President : Daniela Diamanti de Zuccarla
2500 nw 107 avenue Suite 208
Miami, Florida. 33172**

**Vice-President : Alessandro Diamanti
2500 nw 107 avenue Suite 208
Miami, Florida. 33172**

Secretary: *Gordana Larga de Mrvaljevič*
2500 nw 107 avenue Suite 208
Miami, Florida. 33172

Administrative Manager: *Fernando Casanova*
2500 nw 107 avenue Suite 208
Miami, Florida. 33172

Add -Articles VII Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

Add Articles VIII Management & Decisions

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation only if it's present three or more signature of the directors., including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore must be made either to the Corporation or as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporate upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

(j) In all decision that affect to the corporation must be accepted by at least 51% of stocks.

SECOND: if an amendment provides for an exchange, reclassification or cancellation of issued share, provisions for implementing the amendment if not contained in the amendment itself, are as follows.

THIRD: The date of each amendment's adoption: September 15, 2003

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 director 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 15 Day of September 2003.

Signature

(BY the Chairman or vice chairman of the Boar 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)

Maced Zambrano
TYPED OR PRINTED NAME

Maced Zambrano
President