

P03000151066

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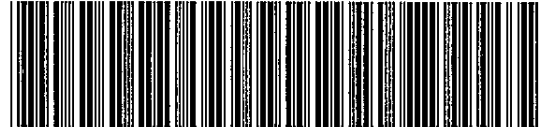
(Business Entity Name)

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P 04/30/04--01006--015 **35.00

FILED
04 APR 28 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/30/04
Amend
J



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 21, 2004

Lebron Accounting Service
2921 W. Columbus Dr.
Tampa, FL 33607

SUBJECT: 13 M. F. CORPORATION
Ref. Number: P03000151066

We have received your document for 13 M. F. CORPORATION and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The check submitted with the document was not signed. Please sign the check and return the document for filing.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 304A00026338

RECEIVED
04 APR 28 AM 8:17
DIVISION OF CORPORATIONS

FILED

14 APR 28 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

13 M. F. CORPORATION

14 APR 28 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)*

ADDED - ARTICLE XII- SHAREHOLDERS' RESTRICTIVE AGREEMENT - All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any is on file at the principal office of the Corporation.

ADDED - ARTICLE XIII -REGISTERED OWNER (S) - The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ADDED - ARTICLE XIV - BYLAWS - The Board of Director(s) of the Corporation shall have power without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ADDED - ARTICLE XV - INDEMNIFICATION - The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references

in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ADDED - ARTICLE XVI - SUB-CHAPTER S CORPORATION - The Corporation may elect to be an S Corporation, as provided in **Sub-Chapter S** of the Internal Revenue Code of 1986, as amended.

16.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

16.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

16.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

SECOND: The date of each amendment's adoption: **February 7, 2004**

ADDED

ARTICLE IX - SHAREHOLDERS' RESTRICTIVE AGREEMENT

ARTICLE X - POWERS OF CORPORATION

ARTICLE XII - REGISTERED OWNER (S)

ARTICLE XIII - BYLAWS

ARTICLE XV - INDEMNIFICATION

ARTICLE XVI - SUB-CHAPTER S CORPORATION

THIRD: The Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this **February 7, 2004**

Signature: _____


Jose Morales-Flores, President