

P93000071270

LAW OFFICES OF
LANZA & BUGAY
A PROFESSIONAL ASSOCIATION
CITICENTRE, SUITE P-600
290 NORTHWEST 165TH STREET
MIAMI, FLORIDA 33169

SCOTT R. BUGAY*
CHRISTOPHER F. LANZA**

*ALSO ADMITTED IN ILLINOIS
**ALSO ADMITTED IN MASSACHUSETTS

DADE: (305) 956-9040
BROWARD: (954) 767-3399
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E-MAIL: LanzaBugay@aol.com

September 3, 1999

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

300002979943--1
-09/07/99-01112-015
****131.25 *****43.75

RE: Des / Con, Inc.

Dear Sirs / Madame:

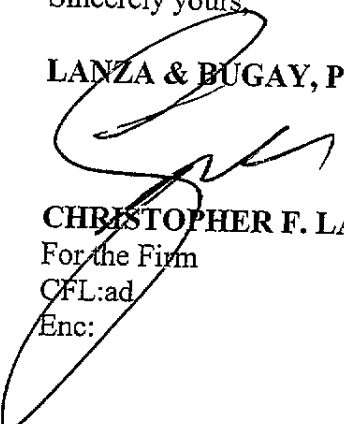
*Amended
12-13-99
CFL*

Enclosed please find an amended articles of incorporation and resignation of Officer / Member of the Board of Directors. The resigning officer is the former Registered Agent. Enclosed is a draft in the amount of **\$131.25** representing the following fees. 1) Amended Articles \$35.00, certified copy \$8.75, resignation of Officer / Registered Agent \$87.50.

Please return the certified copies to my attention as soon as possible. Should you have any questions or if I can be of further assistance please do not hesitate to contact me.

Sincerely yours,

LANZA & BUGAY, P.A.


CHRISTOPHER F. LANZA, ESQ.

For the Firm

CFL:ad

Enc:

RECEIVED
TALLAHASSEE, FLORIDA

99 DEC 10 PM 12:22

FILED

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December 8, 1999

Mr. Doug Spitler
Document Specialist
Department of State
Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Des Con, Inc., of Miami.
Our File No: 99D-262

FILED
99 DEC 10 PM 12:22
TALLAHASSEE, FLORIDA

Dear Mr. Spitler:

Enclosed herewith please find the amended articles of incorporation for Des Con., Inc., of Miami. Pursuant to your letter dated September 20, 1999 I have made the noted corrections as set forth in your letter. Please file the original amendment and file stamp a copy (two copies are enclosed herewith) to be sent back via Federal Express in the enclosed Federal Express package. I hope that the amended articles of incorporations meet with the guidelines of the Florida Department of State. However, should you have any questions or if I can be of further assistance please do not hesitate to contact me at the above listed number.

Very truly yours,

LANZA & BUGAY, P.A.



Christopher F. Lanza, Esq.
For the Firm
Enc:
CFL:jd



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 20, 1999

LAW OFFICES OF LANZA & BUGAY
CITICENTRE, SUITE P-600
290 NORTHWEST 165TH STREET
MIAMI, FL 33169

SUBJECT: DES/CON, INC. OF MIAMI
Ref. Number: P93000071270

CLERK OF STATE
TALLAHASSEE, FLORIDA

99 DEC 10 PM 12:22

FILED

We have received your document for DES/CON, INC. OF MIAMI and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

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.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 899A00045936

AMENDED ARTICLES OF INCORPORATION

OF DES / CON., INC., OF MIAMI

FILED
99 DEC 10 PM 12:22
TALLAHASSEE, FLORIDA
CLERK OF STATE

The undersigned, hereby files this Amended Articles of Incorporation under the laws of the State of Florida, providing the amended rights, privileges, immunities and liabilities of a corporation for profit. SAID AMENDED ARTICLES were voted on by the board of directors and the number of votes cast was sufficient for approval of said amendment, and no vote of shareholders was required.

ARTICLE I

The name of the corporation is DES / CON., INC. OF MIAMI and its business shall be carried out in Dade County Florida and the United States of America, or as otherwise authorized by its board of directors.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the United States of America and the laws of the state of Florida. This corporation shall have the powers enumerated in section 607.011 of the Florida Statutes, as the presently exist, together with any and all amendments to said section or as otherwise set forth in the original articles of incorporation or by-laws dated October 6th, 1993.

ARTICLE II

The corporation is authorized to issue 5,000 shares at \$1.00 (ONE DOLLAR) par value, all of which shall be designated as "common shares." Each share shall be issued and fully paid and non-assessable and shall be payable in lawful money of the United States of America or in services or in property as a just valuation be fixed by the Directors of the corporation at a meeting of the board of directors held for that purpose

ARTICLE IV

The corporation shall have a perpetual existence.

ARTICLE V

The Board of directors of the corporation shall consist of two (2) members and may be increased in size or decreased in size from time to time by the by-laws.

ARTICLE VI

The business of the corporation may be conducted by a President, Vice-President, Treasurer and Secretary and by the Board of Directors mentioned in Paragraph V above.

ARTICLE VII

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may have been made a party by reason having been an officer, employee, or board of director of the corporation or any settlement thereof made with court approval, whether or not he or she is a director, officer, or employee of said corporation at the time said expense is incurred, except as such cases wherein the director, officer, or employee is adjudged to be liable for the negligence or misconduct of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of directors, as well as the court, approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of other rights to which the director, officer, or employee may be entitled.

ARTICLE VIII

The names and post office address of the members of the second board of directors, until such time as their successors are elected or appointed and have been qualified shall be as follows:

<u>Name</u>	<u>Address</u>
Craig J. Prandini	13406 S.W. 128 th Street, Miami, Florida 33186
Gary Lyles	13406 S.W. 128 th Street, Miami, Florida 33186

The address of the principle place of business shall be: 13406 S.W. 128th Street, Miami, Florida 33186

The street address of the registered of this corporation and the name of the registered agent of this corporation is:

CRAIG J. PRANDINI
13406 S.W. 128th Street
Miami, Florida 33186

Said person is familiar with said duties as registered agent and has consented to hold the position of Registered Agent (an affidavit of acceptance is attached hereto and incorporated as part of these articles)

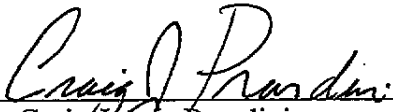
ARTICLE IX

The name and address of the subscriber shall remain as set out in the original articles of incorporation.

ARTICLE X

These Amended Articles of Incorporation may be further amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

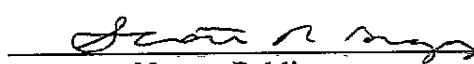
IN WITNESS WHEREOF, the party hereto has hereunto set their hands and seals on this 21st day of September, 1999.



Craig James Prandini
Secretary

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

The foregoing amended articles of incorporation of DES / Con., INC., of Miami were acknowledged before me the 21st day of September, 1999 by Craig J. Prandini who is personally known to me or who has produced X(Personally Known) as identification and who did take an oath.



Notary Public

My commission expires:



Scott R. Bugay
Commission # GC 843608
Expires June 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
99 DEC 10 PM 12:22
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Date: SEPTEMBER 21st, 1999.

Craig J. Prandini
Craig J. James Prandini, Secretary / RA

[illegible]

The foregoing Acceptance as Registered Agent was acknowledged before me the 21st day of September, 1999 by Craig J. Prandini who is personally known to me or who has produced as identification and who did take an oath.

Scott R. Myers
Notary Public

My commission expires: _____



Scott R. Bugay
Commission # CC 843608
Expires June 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.