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(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Arlat Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____ 000002223900--8
(Corporation Name) (Document #)-06/26/97--01067--010
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4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R. A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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620
John Arhond
Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ARLAT CORPORATION**

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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 6 of the Articles of Incorporation states Director(s) as:

Manuel Arrebola
Samuel Latimore
Manuela Arrebola

SECOND: Article 6 shall be changed to state Director(s) as:

Manuel Arrebola

whose addresses shall be the same as the principal address of the Corporation.

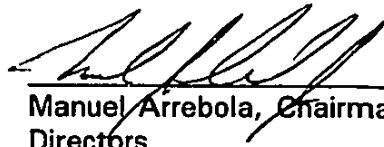
THIRD: The date of the adoption of this amendment is the 2 June 1997.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.



FIFTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 2 June 1997.



Manuel Arrebola, Chairman of the Board of Directors

ARTAMEND.PRES



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