

5/19/98

P98000023730

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: 3900 WEST FLAGLER STREET, INC.

AUDIT NUMBER.....H98000009404

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 7

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
5/21/98
DC

5/19/98

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FLORIDA DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1998

3900 WEST FLAGLER STREET, INC.
3900 W FLAGLER STREET
MIAMI, FL 33134

SUBJECT: 3900 WEST FLAGLER STREET, INC.
REF: P98000023730

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 fax audit number must appear on the top and bottom of page 1 of your document.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000009404
Letter Number: 498A00028632



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1998

3900 WEST FLAGLER STREET, INC.
3900 W FLAGLER STREET
MIAMI, FL 33134

SUBJECT: 3900 WEST FLAGLER STREET, INC.
REF: P98000023730

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 Articles of Incorporation were filed on March 12, 1998. Please correct your document accordingly.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000009404
Letter Number: 898A00028137

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
3900 WEST FLAGLER STREET, INC.

Amendment of the Articles of Incorporation of 3900 WEST FLAGLER STREET, INC. filed on March 12, 1998 and given Charter Number P-98000023730, is hereby amended to read as follows:

ARTICLE I

The name of the corporation shall remain: 3900 WEST FLAGLER STREET, INC.

The principal place of business of this corporation shall be:

3900 West Flagler Street
Miami, FL 33134

ARTICLE VII

The names and street address of the members of the Board of Directors, who shall hold office until their successors are elected and qualified, are as follows:

Pres: JOSE COUTIN 1607 Ponce de Leon Blvd., # 101
Coral Gables, FL 33134


Secty: OYIDA PEREZ 1607 Ponce de Leon Blvd., # 101
Coral Gables, FL 33134

The foregoing amendment was adopted by unanimous consent of all shareholders entitled to vote on the 22nd day of April, 1998.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 22nd day of April, 1998.

3900 WEST FLAGLER STREET, INC.,
a Florida corporation

Prepared by:
Alejandro Nuñez, Esq.
1607 Ponce de Leon Blvd 101
Coral Gables, FL 33134
(305) 774-6222 FBN-768812

BY: 
JOSE COUTIN, President

H98000009404

FILED
MAY 21 PM 3:01
TALLAHASSEE, FLORIDA

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WAIVER OF NOTICE
OF ANNUAL MEETING OF DIRECTORS OF
3900 WEST FLAGLER STREET, INC.

We do hereby constitute the directors of the above named Florida corporation and do hereby waive notice of annual meeting of directors of the aforesaid corporation.

Furthermore, we hereby agree that said meeting shall be held at 2:00 o'clock p.m. on April 22nd, 1998 at the following place:

1607 Ponce de Leon Blvd., Suite 101, Coral Gables, FL.

We do hereby affix our names to show our waiver of notice of said meeting.


JOSE COUZIN, President

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MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS,
OFFICERS, AND SHAREHOLDERS OF
3900 WEST FLAGLER STREET, INC.

3900 WEST FLAGLER STREET, INC. declares these to be its Minutes of its Special Meeting of the Board of Directors, Officers and Shareholders, held on 22nd day of April, 1998, at 2:00 o'clock, p.m.

The meeting was duly called to order by JOSE COUTIN, one of the Directors, Shareholder and officer of the Corporation, who stated the object of the meeting, and requested the election of a Chairman.

On Motion duly made, seconded and carried, a vote was taken viva voce and JOSE COUTIN was duly declared elected Chairman of the meeting.

The Chairman then directed the Secretary to call the roll of the Directors of the Corporation.

The following Directors were present in person:

JOSE COUTIN - President and Secretary 100 Shares
being all of the Directors and Stockholders of the corporation.

A written waiver of notice of the special joint meeting was signed by all of the stockholders and directors and wa then presented and read and same was ordered filed and spread at length upon the minutes of the meeting. were present.

The President then stated that the purpose of this meeting was to discuss and ratify the following items of business:

That there shall be an addition in the officers of the corporation as follows:

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Minutes of: 3900 WEST FLAGLER STREET, INC.

Page 2 Date: April 22nd, 1998

OILDA J. PEREZ, as shareholder and Secretary of 3900 WEST FLAGLER STREET, INC., and after motion duly made, seconded and carried, same was accepted.

JOSE COUTIN, was duly issued Stock Certificate No. 1 for 50 shares.

OILDA J. PEREZ was then duly issued Stock Certificate No. 2 for 50 shares.

After discussion and upon motion duly made, seconded and unanimously carried it was,

RESOLVED AS FOLLOWS: That there shall be an addition in the officers and shareholders of the corporation as follows:

OILDA PEREZ, Secretary	50 Shares
------------------------	-----------

FURTHER RESOLVED, that all actions of the officers, directors and stockholders of the corporation from the date of their last meeting to the present date, be and the same hereby are ratified and confirmed.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Dated: 4/22/98

3900 WEST FLAGLER STREET, INC.

By:

Jose Coutin
JOSE COUTIN, President

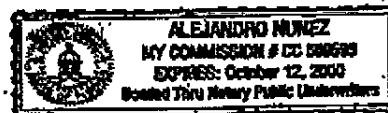
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STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, this 22nd day of April, 1998, by JOSE COUTIN, President of 3900 WEST FLAGLER STREET, INC., a Florida corporation. He is personally known to me or has produced the following type of identification and did did not take an oath.

NOTARY PUBLIC, State of
Print Name
Commission No.
My Commission Expires:



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CORPORATE RESOLUTION

I, JOSE COUTIN, do hereby certify that I am the duly elected and acting President of 3900 WEST FLAGLER STREET, INC., a Florida corporation (the "Corporation"), and that I am the keeper of the corporate records and the seal of the corporation.

The following is a true and correct copy of the Resolution adopted at a Special Meeting of the Directors of the corporation held on April 22nd, 1998.

That by unanimous consent of all of the Directors, the following Resolution was duly adopted, and that the same has not in any way been modified or rescinded, but is in full force and effect; and that the said Directors of the corporation have duly ratified and affirmed the same in the form hereinafter set forth.

RESOLVED, that JOSE COUTIN, as President of 3900 WEST FLAGLER STREET, INC. is hereby directed to execute any and all documentation that may be required to effectuate the sale/transfer of 50 % of the stocks certificates owned by JOSE COUTIN, and to affix to any such required documents the official seal of said corporation, as the act and deed of said corporation, for the sale/transfer of said stocks to OILDA PEREZ.

RESOLVED, that JOSE COUTIN, as President of 3900 WEST FLAGLER STREET, INC. is hereby directed to execute any and all documentation that may be required to elect OILDA PEREZ, Secretary.

IN WITNESS WHEREOF, I have hereunto subscribed my name as President of 3900 WEST FLAGLER STREET, INC., and affixed the corporate seal of the corporation, this 22nd day of April, 1998.

3900 WEST FLAGLER STREET, INC.

BY: Jose Coutin
JOSE COUTIN, President

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, this 22nd day of April, 1998 by JOSE COUTIN. He is personally known to me or has produced the following type of identification and did did not take an oath.



NOTARY PUBLIC, State of Florida
Print Name _____
Commission No. _____
My Commission Expires: _____

wp/corp/corp-r40

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