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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

400003332884--6
-07/24/00--01071--003
*****35.00 *****35.00

OFFICE USE ONLY

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

1. AC HELIUM & BALLOONS WHOLESALER, INC. (Corporation Name) (Document #)

2. INC. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- Walk in Pick up time 2.00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

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

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. COULLETTE JUL 24 2000

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

AC HELIUM & BALLOONS WHOLESALER, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statute, this corporation adopts
The following article of amendment to its articles of incorporation:*

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VI

Add as Director to this Articles of Incorporation:

ALEX CANTILLO
1167 N.W. 128TH COURT
MIAMI, FL 33182

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

THIRD: The date of each amendment's adoption:

JULY 1, 2000

FOURTH: Adoption of Amendment(s) (check one)

- (X) 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 directors 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 _____ day of _____, 19 _____.

Signature

Alexandra Cantillo
(By the Chairman or Vice Chairman of the Board 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)

ALEXANDRA CANTILLO

Typed or printed name

PRESIDENT

Title

Having been named as Registered Agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity.

Date