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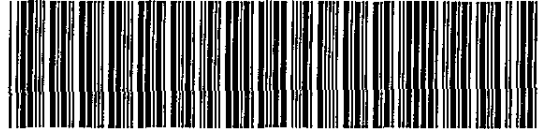
(Business Entity Name)

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FILED
05 MAY -2 AM 11:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

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ALUMAWORKS, INC.
3818 NW 32nd Avenue, Miami, FL 33142

April 24th, 2005

Department of State
Division of Corporations
P.O. Box 6327,
Tallahassee, FL 32314

Dear Sirs,

RE: **ALUMAWORKS, INC.**

Please find enclosed one original and one copy of a Corporate Resolution in respect of a change of Officers and Shareholders for the above noted company. Please arrange to note this change at your convenience.

We are enclosing a check in the amount of \$35.00 for this amendment and would appreciate your acknowledgment of this change to us at the Registered Office in due course.

Yours faithfully



Director

**ARTICLES OF AMENDMENT
OF
ALUMAWORKS, INC.**

FILED
05 MAY -2 AM 11:35
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: Amendment to Article VII in respect of the officers of the company and

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: Amendment to Shareholders to show resignation of original shareholder and transfer of her shares to the now sole Shareholder, Rod Haber

THIRD: The date of each amendment's adoption: April 5th, 2003

FOURTH: Adoption of Amendment(s):

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/ere approved by the shareholders through voting groups.
The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)

X The amendments were approved 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 5th day of April, 2003

Signature _____
Rod Haber, Chairman of the Board of Directors