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March 15, 1999

VIA FEDEX NO. 807046130622

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Our Client File Number 213 (c)

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-03/16/99--01079--003
*****35.00 *****35.00

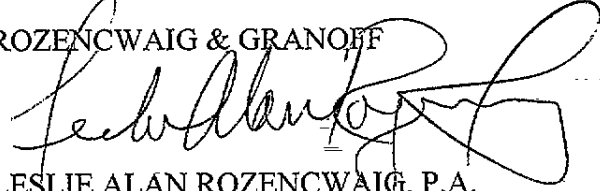
Dear Sir/Madam:

Enclosed please find the original and a conformed copy of the Articles of Amendment to Articles of Incorporation of Bancor International Wholesalers, Inc. Also enclosed is a check in the amount of \$35.00, representing the filing fee.

Should you have any questions or require anything further, please do not hesitate to contact me.

Cordially,

ROZENCWAIG & GRANOFF


LESLIE ALAN ROZENCWAIG, P.A.
For the Firm

LAR/amc
Enclosures
1/213
art.amend.ltr

Amend

VS MAR 19 1999

FILED
99 MAR 16 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
99 MAR 16 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BANCOR INTERNATIONAL TRAVEL WHOLESALERS, INC.

(present name)

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: *(indicate article number(s) being amended, added or deleted)*

SEE EXHIBIT "A" ATTACHED.

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: March 12, 1999.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

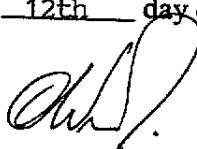
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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 12th day of March, 1999

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

CARLOS LIMA, President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title

EXHIBIT "A"

ARTICLE VII

The names and post office addresses of the Board of Directors of this Corporation, who shall until their successors are elected and have qualified pursuant to law, hold office subject to and in accordance with the provisions of the Articles of Incorporation, the By-Laws, and statutes applicable thereto are:

CARLOS LIMA
One S.E. Third Avenue
Suite 950
Miami, Florida 33131

CARMEN LIMA
One S.E. Third Avenue
Suite 950
Miami, Florida 33131

ANTONIO LIMA
One S.E. Third Avenue
Suite 950
Miami, Florida 33131

ARTICLE VIII

The names and post office addresses, number of shares, and value of each share of the subscriber to this Certificate of Incorporation are as follows:

<u>Name</u>	<u>No. of Shares</u>	<u>Consideration</u>
LESLIE ALAN ROZENCWAIG, ESQ., as Trustee of the CCL FAMILY TRUST c/o One S.E. Third Avenue, Suite 960 Miami, Florida 33131	9,000	no Par Value Per Share
CARLOS LIMA One S.E. Third Avenue, Suite 950 Miami, Florida 33131	500	no Par Value Per Share
CARMEN LIMA One S.E. Third Avenue, Suite 950 Miami, Florida 33131	500	no Par Value Per Share

ARTICLE XII

This Corporation shall have a president, a vice president, a secretary and a treasurer. They shall be chosen by the Board of Directors and shall hold their offices until their successors are chosen and qualified. This Corporation may have more than one vice president, who need not be directors, assistant secretaries and assistant treasurers, and such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices. The officers are as follows:

CARLOS LIMA	President
CARMEN LIMA	Secretary