

F02000000243

Corporate Offices
1150 Power Street, Suite Five (5)
Naples, Florida 34104
Tel 941.262.1429
Fax 941.262.3815
WWW.NUCIWAFFER.COM



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 30 PM 3:33

April 18, 2002

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-04/22/02--01053--005
*****35.00 *****35.00

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

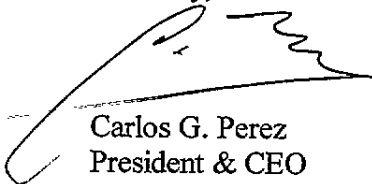
Re: Affidavit of Amendment of Foreign Corp.

To Whom It May Concern:

Enclosed please find our signed, notarized "Affidavit of Amendment of Foreign Corporation Transacting Business in the State of Florida". Also enclosed is our check #0993 in the amount of \$35.00 to cover the filing fee.

If you have any questions, please feel free to contact me at the number listed above.

Sincerely,



Carlos G. Perez
President & CEO

*Misc.
Affidavit to Chg. RA & O/D*

V SHEPARD MAY 31 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 25, 2002

CARLOS G. PEREZ
NUCIWAFER
1150 POWER ST., STE. 5
NAPLES, FL 34104

SUBJECT: NUCIWAFER USA COMPANY
Ref. Number: F02000000243

We have received your document for NUCIWAFER USA COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 502A00025177

*resending
5/23/02*

Per Loure 4/30/02:

Can change registered agent as long as they have the signature of the person acting as registered agent

RECEIVED
02 MAY 30 AM 10:41
DIVISION OF CORPORATIONS

on 5/23/02 - called to ask if I could just change registered agent on this attached notarized statement. OK - send letter from reg. agent.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**AFFIDAVIT OF AMENDMENT OF FOREIGN
CORPORATION TRANSACTING BUSINESS IN THE
STATE OF FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 30 PM 3:33

I, Carlos Perez, President of NUCIWAFFER USA COMPANY, hereby attest to the amendment of Nuciwafer USA Company and state as follows:

1. The name of the corporation NUCIWAFFER USA COMPANY is the correct name of the corporation and there are no amendments to same.
2. The FEI number for NUCIWAFFER USA COMPANY, is the correct FEI number of the corporation and there are no amendments to same.
3. The date of incorporation of NUCIWAFFER USA COMPANY was July 24, 2001 in the State of Mississippi.
4. A Certified Copy of the qualification documents for NUCIWAFFER USA COMPANY to transact business in the State of Florida were filed on January 15, 2002 by the Florida Department of State.

Amendments as Follows:

1. The Florida Registered Agent for NUCIWAFFER USA COMPANY shall be:

~~John C. Clough, Esquire~~ →
~~Porter, Wright, Morris & Arthur, LLP~~
~~5801 Pelican Bay Blvd.~~ →
~~Suite 300~~ →
~~Naples, Florida 34108-2709~~ →

Carlos Perez
1150 Power Street
Suite 5
Naples, FL 34104

2. The address of Registered Agent shall be:

5801 Pelican Bay Blvd.
Suite 300
Naples, Florida 34108-2709

3. Directors of NUCIWAFFER USA COMPANY shall be:

Chairman: Carlos Perez
1150 Power St., Suite 5
Naples, Florida 34104

Vice Chairman: Kenny Minego
1150 Power St., Suite 5
Naples, Florida 34104

Director: Carlos Perez
1150 Power St., Suite 5
Naples, Florida 34104

Director: Duarte Da Silveira
1150 Power St., Suite 5
Naples, Florida 34104

Director: Georgeann Portokallis
1150 Power St., Suite 5
Naples, Florida 34104

4. Officers of NUCIWAFFER USA COMPANY shall be

President & CEO: Carlos Perez
1150 Power St., Suite 5 ✓
Naples, Florida 34104

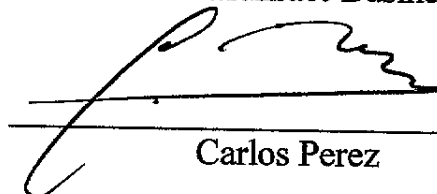
Vice President: Kenny Minego
1150 Power St., Suite 5 ✓
Naples, Florida 34104

Secretary: Ines Eduvina Gandica ✓
1150 Power St., Suite 5
Naples, Florida 34104

Treasurer: Carlos Perez
1150 Power St., Suite 5
Naples, Florida 34104

I, Carlos Perez, President of Nuciwafer USA Company hereby attest to the information contained herein to be true and correct to the best of my knowledge and hereby request that the amendments to the Articles of Incorporation for Nuciwafer USA Company and/or the Application by Foreign Corporation for the Authorization to Transact Business in Florida be amended.

President/Officer/Director:



Carlos Perez

Dated:

3/18/02

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18th day of March, 2002, by Carlos Perez as President/Officer/Director of Nuciwafer USA Company who is X personally known to me or Na who has produced Na as identification.



Heather Thurston
Commission # CG 860337
Expires Aug. 29, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Heather K. Thurston

Signature of Notary Public

Heather K. Thurston

Printed Name of Notary

Commission No: CG 860337

Commission Expiration: 8/29/03

Corporate Offices
1150 Power Street, Suite Five (5)
Naples, Florida 34104
Tel 239.262.1355
Fax 239.262.3815
www.TheEnergyBar.com



May 23, 2002

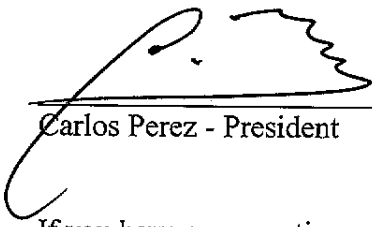
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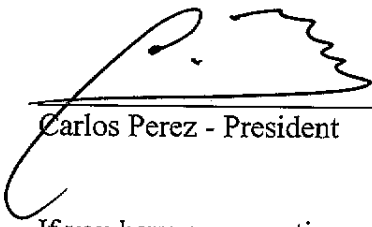
To Whom It May Concern:

Below, please find a written acceptance by the registered agent.

Written Acceptance by the Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for Nuciwafer U.S.A. Company.

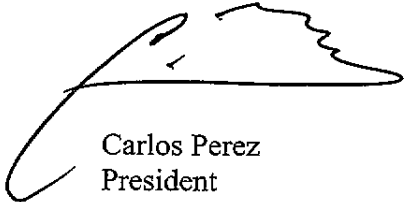


Carlos Perez - President

05/23/02
Date

If you have any questions please feel free to contact me.

Sincerely,



Carlos Perez
President