GUTTENMACHER & BOHATCH, P.A. 92

ATTORNEYS AT LAW

JOHN S. BOHATCH EDWARD P. GUTTENMACHER

SAIDY M. BARINAGA-BURCH

PRACTICE LIMITED TO TAX CONTROVERSIES & TAX & ESTATE PLANNING PENTHOUSE EIGHT DOUGLAS CENTRE 2600 DOUGLAS ROAD CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 442-4911 TELEFAX (305) 442-0911 KEY WEST OFFICE

36 GOLF CLUB DRIVE KEY WEST, FLORIDA 33040

TELEPHONE (305) 294-1521 TELEFAX (305) 292-4016

November 25, 1998

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

Re:

P. CERLIS CORPORATION

Dear Sirs:

In connection with the referenced corporation, enclosed for filling is the Articles of Amendment to Articles of Incorporation of P. Cerlis Corporation. Our check for \$35.00 is included to cover the filling fee.

Please return to the undersigned the certification evidencing the change at your earliest possible convenience.

Thank you for your cooperation.

000002698040--9 -11/30/98--01127--005 \*\*\*\*\*35.00 \*\*\*\*\*35.00

Sincerely,

GUTTENMACHER & BOHATCH, P.A.

JOHN S. BOHATCH

VS DEC 29 1998

JSB/cyr

**Enclosures** 

Cc:

Mr. Ernesto Perez-Carrillo

N/C

VS DFC 2 9 1009



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 14, 1998

JOHN S. BOHATCH PENTHOUSE EIGHT, DOUGLAS CENTRE 2600 DOUGLAS BLVD. CORAL GABLES, FL 33134

SUBJECT: P. CERLIS CORPORATION

Ref. Number: F24592

We have received your document for P. CERLIS CORPORATION 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 date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the

shareholders was sufficient for approval, (-or-

(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please provide an English translation for the entity's name in your cover letter.

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) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 798A00058771

# GUTTENMACHER & BOHATCH, P.A.

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December 23, 1998

## VIA FEDEX MAIL

Ms. Velma Shepard Corporate Specialist Division of Corporations Florida Department of State P. O. Box 6327 Tallahassee, FL 32314

Re: Correction to Articles of Amendment to

Articles of Incorporation of P. Cerlis Corporation

Dear Ms. Shepard:

Pursuant to your letter dated December 14, 1998 (copy included for easy reference), enclosed is the corrected Articles of Amendment to the Articles of Incorporation of P. Cerlis Corporation. The English translation for the name of entity is "Superior Tobacco, Inc."

If you have any questions or require additional information, please do not hesitate to call.

Thank you for your assistance.

Sincerely,

GUTTENMACHER & BOHATCH, P.A.

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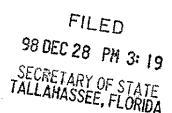
JSB/cyr

**Enclosures** 

cc: Mr. Ernesto Perez-Carrillo

Rec 1/2/28 Dir. of Corp

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF P. CERLIS CORPORATION



Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Amendment adopted: Article I is hereby amended to read as follows:

### ARTICLE I

The name of the corporation shall be: TABACALERA EL

CREDITO, INC.

**SECOND**: This amendment was adopted November 23, 1998.

**THIRD**: The amendment was approved by the shareholders. The numbers of votes cast for the amendment was sufficient for approval.

SIGNED this 23 day of December, 1998.

ERNESTO PEREZ-CARRILLO,

President

This Instrument Prepared By:

JOHN S. BOHATCH, ESQ. GUTTENMACHER & BOHATCH, P.A. Florida Bar No. 509930 2600 Douglas Road – Penthouse 8 Coral Gables, Florida 33134 Tel: (305) 442-4911