

F24592

GUTTENMACHER & BOHATCH, P.A.
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

FILED
98 DEC 28 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 filing is the Articles of Amendment to Articles of Incorporation of P. Cerlis Corporation. Our check for \$35.00 is included to cover the filing 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
JOHN S. BOHATCH

VS DEC 29 1998

JSB/cyr

Enclosures

Cc: Mr. Ernesto Perez-Carrillo

~~CW 27697~~

N/c

VS DEC 29 1998



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

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TELEFAX (305) 292-4016

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.


JOHN S. BOHATCH *JS*

JSB/cyr

Enclosures

cc: Mr. Ernesto Perez-Carrillo

*Rec'd 12/28
Div. of Corp*

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

FILED
98 DEC 28 PM 3: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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