

F97000005597

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN 21 PM 3:23

(Requestor's Name)

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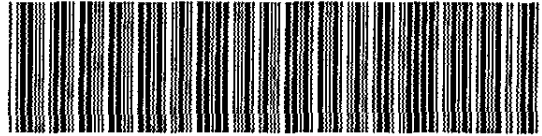
(Business Entity Name)

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N/C

V SHEPARD JAN 28 2003



Enclosure Memorandum

To: Department of State
Company: Amendment Section
Address: Division of Corporations
409 E. Games Street
Tallahassee, FL 32399

Fax No.:

Phone No.: 850-487-6050

Cc:

From: Reynaldo Duran
Senior Corporate Counsel

Date: 1/16/03

Subject: **Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida – F97000005597**

Dear Sir/Madam:

Enclosed please find the following documents showing the name change:

- Two (2) original Applications for Amended Certificate of Authority
- One (1) copy of the Application for Amended Certificate of Authority
- Check (#4154) in the amount of \$35.00 for the filing fee;
- One (1) copy of the Good Standing Certificate issued by the California Secretary of State showing the name change to BenQ America Corp.
- One (1) copy of the Certificate of Amendment of Articles of Incorporation filed on December 5, 2002.

Please confirm acknowledgement of the name change by date stamping and returning the enclosed copy of the Application for Amended Certificate of Authority in the self-addressed envelope.

If you have any questions, please feel free to contact Reynaldo Duran, Esq. at (909) 569-0842. Thank you for your assistance with this matter.

Regards,

Reynaldo Duran

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

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1. BenQ Incorporated
(Name of corporation as it appears on the records of the Department of State)
2. California
(Incorporated under laws of)
3. October 23, 1997
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of
its jurisdiction of incorporation? December 5, 2002

BenQ America Corp.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

n/a

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a

(New jurisdiction)

Ralph Tang
(Signature of the chairman or vice chairman of the board, president,
or any officer, or if the corporation is in the hands of a receiver,
trustee, or other court-appointed fiduciary, by that fiduciary)

1/8/03
(Date)

Ralph Tang
(Typed or printed name)

President
(Title)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **25th day of September, 1997, BENQ AMERICA CORP.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of January 3, 2003.



Bill Jones
BILL JONES
Secretary of State

ts

A0589696

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC - 5 2002

BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of BenQ Incorporated, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of the corporation is BenQ America Corp.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 2,300,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty or perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 11/20/02

Ralph Tang
Ralph Tang, President

DATE: 11/20/02

Ellin Lee
Ellin Lee, Secretary

