

K 95544

Y & A PROFESSIONAL SERVICE, INC.
12360 S.W. 132 CT #210
MIAMI, FLORIDA 33186

Miami, July 27, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

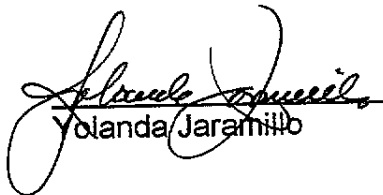
Gentlemen:

Enclosed please find a check in the amount of \$ 35.00 dollars and the copy of the amendment of Articles of Incorporation of:

FAUSTINO CORPORATION

If you have any questions regarding this matter, please do not hesitate to contact us.

Sincerely yours,


Yolanda Jaramillo

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-08/02/99--01151--020
*****35.00 *****35.00

Amend

FILED
99 AUG 16 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS AUG 16 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 1999

YOLANDA JARAMILLO
Y & A PROFESSIONAL SERVICES, INC.
12360 S.W. 132 CT #210
MIAMI, FL 33186

SUBJECT: FAUSTINO CORPORATION
Ref. Number: K95544

We have received your document for FAUSTINO CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please indicate in the amendment the article that changes the registered agent. The certificate of designation is acceptable only when the change is made in the amendment.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 299A00040435

FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
FAUSTINO CORPORATION.

FILED
99 AUG 16 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the Stockholders of FAUSTINO CORPORATION, a Florida Corporation under its corporate seal and the hand of its President, Carlos E. Amaya, here by certify as follows:

CLAUSE I

That all the Shareholders of FAUSTINO CORPORATION, in response to a call and notice of meeting, held on July 26, 1999, At 18503 S. Dixie Hwy, Miami, Fl. 33157, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles: V, VI and VII of Articles of Incorporation to read as follow:

ARTICLE V,
NEW REGISTERED AGENT

The name of the new Registered Agent will be:
Carlos E. Amaya, located at 18503 S Dixie Hwy, Miami, Fl. 33157.

ARTICLES VI AND VII
NEW DIRECTOR AND SHARES DISTRIBUTION

Upon motion duly made, it was unanimously approved that the names of: Francisca Izquierdo and Faustine Izquierdo, resigned from the Board of Directors and the Name of: CARLOS E. AMAYA AND FABIOLA AMAYA, were appointed as President, and Secretary of the Board of Directors. The Capital Stock of the corporation consists of 100 shares of \$ 1.00 dollar per value. Not been any other changes, the new Board of Directors will read as follows:

NAME & TITLE:	ADDRESS:	SHARES
CARLOS E. AMAYA President	19730 S.W. Franjo Road Miami, Fl. 33157	50%
FABIOLA AMAYA Secretary	19730 S.W. Franjo Road Miami, Fl. 33157	50%

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day June 22 , 1999, at Miami, Florida.-----

FAUSTINO CORPORATION
A Florida Corporation



CARLOS AMAYA
President

**CERTIFIED OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.


1.- The name of the corporation is:

FAUSTINO CORPORATION

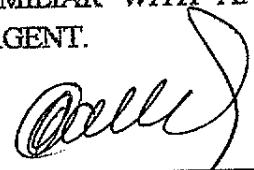
2.- The name of the address of the registered agent and office is:

CARLOS AMAYA
18503 S. Dixie Hwy.
Miami Fl. 33157

Signature: _____


CARLOS AMAYA
PRESIDENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


CARLOS AMAYA
Registered Agent