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SIXTH FLOOR MCCORMICK BUILDING
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BOARD CERTIFIED REAL ESTATE LAWYER

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July 6, 2000

Bureau of Corporate Records
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

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-07/10/00--0117--004
*****35.00 *****35.00

Re: Kapustin Corporation

Gentlemen:

Enclosed are an original and a duplicate copy of Articles of Amendment for Kapustin Corporation. Please file same and send your acknowledgment of this Amendment to this office.

Enclosed is our check in the sum of \$35.00 representing your filing fee.

Very truly yours,



ELLIOTT HARRIS

EH/lg

Enclosure(s)

cc: Rafael Kapustin

Amend
7-20-00
PHT

FILED
00 JUL 10 PM 2:25
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
Kapustin Corporation

FILED
00 JUL 10 PM 2:25
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Articles of Amendment of Kapustin Corporation, a Florida corporation, executed this 31st day of May, 2000, on behalf of its corporation by its President, Secretary and Directors, Rafael Kapustin and Sara Kapustin, respectively, pursuant to Florida Statute Sections 607.0602, 607.1003, 607.1004 and 607.1006. Article III of the Articles of Incorporation of Kapustin Corporation, filed December 7, 1989, was amended by the corporation's Board of Directors, after unanimous consent of all shareholders entitled to vote, as of June 1, 2000.

1. The name of the corporation is Kapustin Corporation
2. Article III of the Articles of Incorporation of Kapustin Corporation was amended as follows:

"The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

(a) 10,000 shares of Class A common stock at no par value with unlimited voting rights;

(b) 10,000 shares of Class B, common stock, no par value with no right to vote. The Class B common stock has the same rights as the Class A common stock with the exception of voting rights.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

This instrument prepared by:
Elliott Harris, Esq.
111 S.W. 3rd Street, 6th Floor
Miami, Florida 33130
Fla. Bar No. 097072

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the directors at a meeting called for such purpose.

The capital stock is being issued pursuant to Section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein by reference and made a part hereof."

3. This amendment shall be implemented within five days after filing of Articles of Amendment with the Department of State. The implementation shall be by the shareholders who hold shares originally authorized by the Articles of Incorporation surrendering such shares to the treasury of the corporation. The shares that are surrendered shall be replaced by Class A common stock, unless such shareholder request otherwise, so that shareholders as existing on May 31, 2000, continue to hold his or her proportionate number of issued and outstanding shares of stock in this corporation.

4. The amendment was approved by unanimous consent of all shareholders entitled to vote, on May 31, 2000.

5. The foregoing amendment to Articles of Incorporation was duly adopted by the Board of Directors on May 31, 2000.

IN WITNESS WHEREOF, the undersigned officer and director of this corporation have executed these Articles of Amendment on the

day and year first above written.

Kapustin Corporation, a Florida
corporation

Sara Kapustin
By: SARA KAPUSTIN
Secretary and Director

Rafael Kapustin
By: RAFAEL KAPUSTIN
President and Director

STATE OF FLORIDA)
SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
RAFAEL KAPUSTIN, as President and Director and SARA KAPUSTIN, as
Secretary and Director of Kapustin Corporation, a Florida
corporation, whom are personally known to me and whom being by me
first duly sworn and state under oath that the facts contained in
the foregoing Articles of Incorporation Amendment are true and that
they executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 31st day of May, 2000.

Elliott Harris
NOTARY PUBLIC

My commission expires: _____
printed/typed name of notary

