

LÓDEIRO ASSOCIATES INC.

ACCOUNTANTS AND TAX CONSULTANTS

L60236

MEMBER

NATIONAL SOCIETY OF PUBLIC ACCOUNTANTS  
NATIONAL ASSOCIATION OF ACCOUNTANTS  
NATIONAL ASSOCIATION OF CUBAN  
ACCOUNTANTS IN EXILE  
NATIONAL SOCIETY OF TAX  
PROFESSIONALS

SUNSET CENTER OFFICE PARK  
10300 SUNSET DRIVE, SUITE 360  
MIAMI, FL 33173  
(305) 279-9320

September 30, 1999

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

700003004667--9  
-10/04/99-01124-013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

We are enclosing the Certificate of Amendment of Certificate of Corporation of Black Panther Kenpo Karate Inc., together with check for \$35.00 to cover filing fees.

Please send acknowledgement to our attention.

Sincerely,

*Lodeiro*

Jose Lodeiro, MBA  
Senior Accountant

FILED  
99 OCT 22 PM 2:27  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

L60236  
Amended 10-22-99  
JL



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 14, 1999

LODEIRO ASSOCIATES INC.  
% JOSE LODEIRO  
10300 SUNSET DR., SUITE 360  
MIAMI, FL 33173

SUBJECT: BLACK PANTHER KENPO KARATE, INC.  
Ref. Number: L60236

We have received your document for BLACK PANTHER KENPO KARATE, INC. 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 document must also contain the address of the registered agent which must be at a Florida street address.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 199A00049558

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
BLACK PANTHER KENPO KARATE, INC.

We, the undersigned, Directors of Black Panther Kenpo Karate Inc., organized under the Laws of the State of Florida, hereby certifies that:

1. The name of the Corporation is Black Panther Kenpo Karate, Inc.
2. The Certificate of Incorporation of this Corporation was filed in the Office of the Secretary of State of Florida on March 22, 1990, Document number L60236.

3. That Articles of Incorporation of this Corporation shall be and are amended to read as follows:

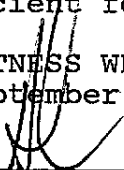
A. To accept the resignation of Carlos Madruga, as Director, President and registered agent of this corporation.

B. To accept the resignation of Carlos Guerra as corporation's Vice President and Director of this corporation.

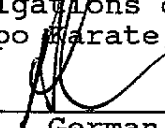
C. To appoint German Caicedo as new President, Director and registered agent of this corporation.

D. That the above Amendments were adopted and approved unanimously by the Director and Shareholders of this Corporation at a joint meeting of the Directors and Stockholders which was sufficient for approval, held on September 30th, 1999

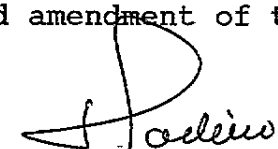
IN WITNESS WHEREOF, We have signed this Certificate the 30th day of September, 1999 at Miami, Dade County, Florida.

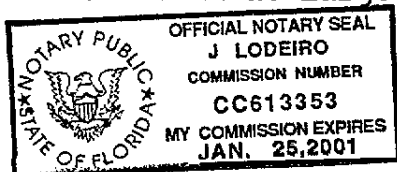
  
\_\_\_\_\_  
German Caicedo  
President/Director

The undersigned, German Caicedo, is familiar with and accepts the obligations of the position of Registered Agent of Black Panther Kenpo Karate, Inc. Registered Agent Address: 12260 SW 8th. Street, Ste 232 Miami, FL 33184-1549

  
\_\_\_\_\_  
German Caicedo  
Registered Agent

I HEREBY CERTIFY that in Dade County, Florida, on this 30th. day of September, 1999, personally appeared German Caicedo, well known to me, who executed this Certificate of Amendment of Certificate of Incorporation, and now acknowledge before me that he subscribed to said amendment of the aforesaid Certificate of Incorporation.

  
\_\_\_\_\_  
J. Lodeiro, Notary Public  
State of Florida at Large



FILED  
OCT 2 2 1999  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA