



L960000000310

ACCOUNT NO. : 072100000032

REFERENCE : 047509 4336812

AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE : February 23, 2001

ORDER TIME : 11:01 AM

ORDER NO. : 047509-025

CUSTOMER NO: 4336812

CUSTOMER: Jay Fox, Esq
O'donnell & Fox, P.c.
880 Third Avenue

New York, NY 10022

700003768017--3

DOMESTIC AMENDMENT FILING

NAME: C.N.C., L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1155

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

Handwritten initials and date: 2-28-01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 2001

CSC
SANDRA MATHIS

SUBJECT: C.N.C., L.C.
Ref. Number: L96000000310

We have received your document for C.N.C., L.C. and the authorization to debit your account in the amount of \$25.00. However, the document has not been filed and is being returned for the following:

The new registered agent must sign accepting the designation.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 401A00012034

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
C.N.C., L.C.

FIRST: The date of filing of the articles of organization was March 14, 1996.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

(a) Article I of the Articles of Organization is deleted and the following new Article I is substituted in its place to read as follows:

"ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be C.N.C., L.C., and its principal office shall be located at 9441 Harding Avenue, Surfside, Florida 33154, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate."

(b) Article VI of the Articles of Organization is deleted and the following new Article VI is substituted in its place to read as follows:

"ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the member. Additional contributions will be made as

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required for investment purposes, as determined by unanimous consent of the member or the members as the case may be. The Member will make contributions in proportion to his membership interest."

(c) Article VII of the Articles of Organization is deleted and the following new Article VII is substituted in its place to read as follows:

**"ARTICLE VII
PROFITS AND LOSSES**

(a) Profit Sharing. The member shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The member shall be entitled to the distributive share of profits as follows:

(1) to ISAAC MAIZES: 100%

The distributive share of the profits shall be determined and paid to the member each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of filing of the original Articles of Organization with the Florida Secretary of State.

(b) Losses: All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the member in the following shares:

(1) ISAAC MAIZES: 100%."

(d) Article IX of the Articles of Organization is deleted and the following new Article IX is substituted in its place to read as follows:

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"ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the limited liability company is currently 9441 Harding Avenue, Surfside, Florida 33154, and the name of the company's current registered agent at that address is Jose Pedreira.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes an amendment to the initial Articles of Organization of C.N.C., L.C. heretofore filed with the State of Florida."

(e) A new article to be designated Article X is hereby added to the Articles of Organization to read as follows:

"ARTICLE X
DESIGNATION OF OFFICERS

The member or members of this limited liability company shall have the right from time to time in his or their sole and absolute discretion to engage and appoint individuals to serve as officers of this company. Such officers shall serve at the pleasure of the member or members who may terminate their services at any time. The initial officers shall be:

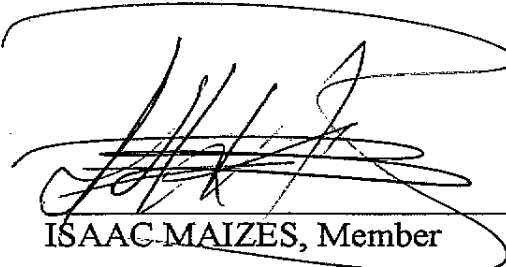
Jay Fox
880 Third Avenue, 9th Fl.
New York, NY 10022

President

Jose Pedreira
9441 Harding Avenue
Surfside, FL 33154"

Secretary

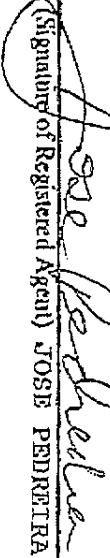
Dated: December 30, 2000


ISAAC MAIZES, Member

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to hereby reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


(Signature of Registered Agent) JOSE PEDREIRA

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

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