

M57307

Florida Department of State
Division of Corporations
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BASIC AMENDMENT
BRAZILIAN FANTASIES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 21, 1999

BRAZILIAN FANTASIES, INC.
245 S.E. 1ST ST.
SUITE 434
MIAMI, FL 33134

SUBJECT: BRAZILIAN FANTASIES, INC.
REF: M57307

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Article I - Name Change, Article VI - Registered Office and Agent and Article VIII - Director are the correct article numbers and titles for the articles being amended. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000026550
Letter Number: 399A00050745

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
BRAZILIAN FANTASIES, INC.

FILED
99 OCT 22 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REF. NUMBER: M57307

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts
The following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article VIII: Directors
The new directors of this corporation is(are):

Antonio Santos President.
Secretary
245 SE 1 Street Miami, Fl. 33134

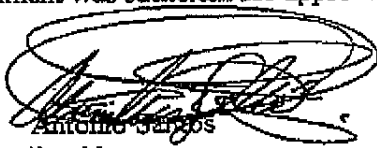
SECOND: Amendment Adopted: Article I: Name Change
The new name of this corporation is: 245 South, Inc.

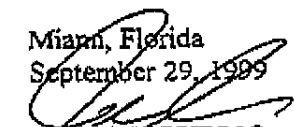
THIRD: Amendment adopted: Article VI: Register Office and Agent.
The principal office address is 245 S.E. 1 Street Miami, Fl. 33134, and the
agent's name is Antonio Santos.

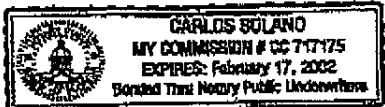
I hereby am familiar with and accept duties and responsibilities as registered agent for said
corporation.


Antonio Santos
Registered Agent

This amendment was adopted on September 29, 1999.
The amendment was approved by the shareholders. And directors for
Unanimous votes.
The number of votes cast for the amendment was sufficient for approval.
Signed this September 29, 1999.


Antonio Santos
President
Secretary

Miami, Florida
September 29, 1999

NOTARY PUBLIC



Prepared by:
Carlos Solano
1235 Altap Road
Miami Beach, Fl. 33139
(305) 624-1681
P.03/03

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