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To:

Division of Corporations

Fax Number : (850)205-0380

Account Name : MORAITIS, COFAR & KARNEY

Account Number : 119990000033 Phone (954)563-4163

Fax Number : (954)563-5913

BASIC AMENDMENT

A & C PROPERTIES I, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$43.75

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Prepared By:

William M. Karney

915 Middle River Drive, Suite 506

Fort Lauderdale, FL 33304

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

A & C Properties I. Inc.

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(present name)
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(Document Number of Corporation (If known)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article <u>vi</u> shall be amended to delete CHAPMAN R. SMITH as a

Director of the Corporation. The sole Director will be:

Andrew Fuxa, Jr. 6187 NW 167th Street H -5 Miami, FL 33015

Article \underline{V} shall be amended to change the Registered Agent of the corporation from CHAPMAN R. SMITH to:

Andrew Fuxa, Jr. 6187 NW 167th Street, H-5 Mismi, FL 33015

Having been names as registered agent and to accept service of process for the above stated corporation, 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 property and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Andrew Fuxa, Jr., Registered Agent

[Date]

SECOND: NONE

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Prepared By: William M. Karney
Moraitis, Cofar & Karney
915 Middle River Drive, #506
Fort Lauderdale, FL 33304

THURD:	The date of each amendment's adoption: November 7, 2001
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by (voting group)
	(
S	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature_	Signed this 7th day of November, 2001
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR IIII
	OR (By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Andrew Fuxa, Jr. (Typed or printed name)
	Director
	(Title)