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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ESMERALDA WORLD TRAVEL, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. COULLETTE APR 20 2001

Examiner's Initials

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
ESMERALDA WORLD TRAVEL, INC.

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ESMERALDA WORLD TRAVEL, INC., a Corporation of the State of FLORIDA who's registered office is located at 4095 SW. 137th AVENUE, STE# 12, MIAMI FL 33175, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said Corporation called for the purpose of amending the Articles of Incorporation, and held on April 4, 2001, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that **ARTICLE X of the Articles of Incorporation** is to be amended to read as follows:

ARTICLE X - OFFICERS

This corporation shall have two (2) director. The number of directors may be either increased or decreased or diminished from time to time by the bylaws, but shall never be less than one (1). The current director

of this corporation shall be:

Director: **CLAUDIA STERLING**
4095 SW. 137th AVENUE, SUITE # 12
MIAMI, FLORIDA 33175

Director: **FABIOLA TRIANA**
2921 ST. GEORGE DRIVE
GARLAND, TEXAS 75044

President: **CLAUDIA STERLING**
(Owner of 50% all outstanding shares)
4095 SW. 137th AVENUE, SUITE # 12
MIAMI, FLORIDA 33175

Vice-President: **FABIOLA TRIANA**
(Owner of 50% all outstanding shares)
2921 ST. GEORGE DRIVE
GARLAND, TEXAS 75044

The number of votes cast by the shareholders was sufficient for
approval.

This amendment was adopted on April 4, 2001.

Signed on April 01, 2001.

Signature Claudia Sterling R

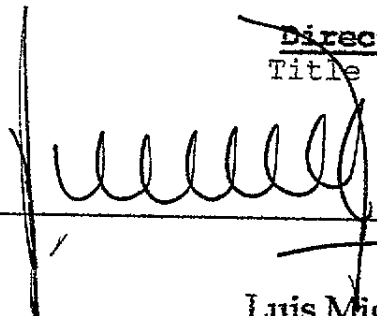
Claudia Sterling
Printed Name

Director/President
Title

Signature 

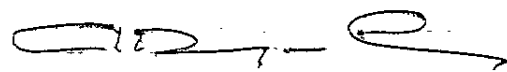
Fabiola Triana
Printed Name

Director/Vice-President
Title

Signature 

Luis Miguel Duque
Printed Name

Ex Director/Ex President
Title

Signature 

Adriana Duque Krech
Printed Name

Ex Director/Ex Secretary
Title