

Division of Corporations

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Florida Department of State

Division of Corporations

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To: Division of Corporations Fax Number : (850)922-4000

From: Account Name : PRATS, FERNANDEZ & CO. Account Number : I19980000078 Phone : (305)444-8333 Fax Number : (305)444-8334

FILED 00 OCT 18 PM 4:13 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

V.O.N. HOLDINGS, INC.

Table with 2 columns: Description and Value. Rows include Certificate of Status (0), Certified Copy (1), Page Count (03), and Estimated Charge.

Amendment 10/18/00 DC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
V.O.N. HOLDINGS, INC.**

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:

ARTICLE SEVEN

The names and post office address of the officers of this corporation are:

Salvador Campos
President, Secretary & Treasurer

Norberto De La Rosa
Vice President

6800 S.W. 40th Street #321
Miami, Fl. 33155

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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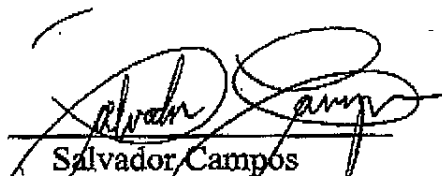
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It is hereby declared that stockholders approval is not necessary for these Articles of Amendment.

Preparer's name: Francisco J. Fernandez
2121 Ponce de Leon Blvd # 240
Coral Gables, FL 33134.
Phone: 305-444-8333.

There being no further business, the amendments were adopted by the directors, with no shareholder action required and not member action or consideration executed. This meeting was duly adjourned with the unanimously approved of all directors and officers and the mended adoptions of this article on this 25th day of September of 2000.



Salvador Campos
Director & President

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