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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Alfa Racing Inc.
(Corporation Name) (Document #)
2. _____
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NEW FILINGS	
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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

C. Coulliste OCT 08 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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2001 OCT -8 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALFA RACING INC
(present name)

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

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

ARTICLE 6 PRINCIPAL ADDRESS

CHANGE PRINCIPAL ADDRESS TO: 7952 NW 66 ST #2 MIAMI, FL. 33166

CHANGE MAILING ADDRESS TO: 1309 ST TROPEZ CIRCLE 1711 WESTON, FL. 33326

REGISTERED AGENT

CHANGE REGISTERED AGENT TO: JOSE MICELI
1309 ST TROPEZ CIRCLE 1711 WESTON FL 33326

ARTICLE EIGHT DIRECTORS

DELETE: LABARBERA, ELSA PRESIDENT/SEC

ADD: JOSE MICELI PRESIDENT/DIRECTOR
1309 ST TROPEZ CIRCLE 1711, WESTON FL. 33326

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing amendment if not contained in the amendment itself, are as follows.

THIRD: The date of each amendment's adoption is **October 3, 2001**

FOURTH: Adoption of Amendment (s) (CHECK ONE)

The following statement must be separately provided for each voting group entitled to vote separately on the amendment (s):

voting group

The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOSE MICELI

TYPED OR PRINTED NAME

Directort

Title

7952 NW 66 ST #2

P.O. BOX NOT ACCEPTABLE

Miami, Fl. 33166

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

October 3, 2001