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FILED

01 FEB 23 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 14, 2001

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee FL 32314

3000003758403--1
02/23/01--01070--014
*****35.00 *****35.00

Re: CORPORATION - Carlucci International, Inc.

Dear Sir:

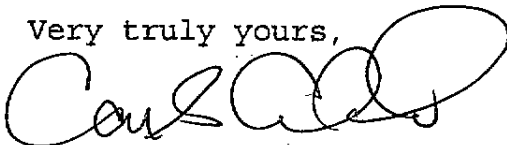
Enclosed please find one original and one copy of Articles of Amendment for the above corporation.

Also find enclosed our check in the amount of \$ 35.00 to cover the filing fee costs. Please mail the papers to:

Carlucci International, Inc.
11362 San Jose Blvd Ste 15
Jacksonville FL 32223

Thank you for your assistance.

Very truly yours,



Carlos Alvarado

Amend
2-27-01
OKS

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

CARLUCCI INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment(s) adopted:

Articles IX, X and XI, as per attachments

SECOND: The date of adoption of the amendment(s) was:
February 14, 2001

THIRD: Adoption of Amendments (CHECK ONE)

X The amendments were approved by the shareholders.
The number of votes cast for the amendments was
sufficient for approval.

_____ The amendments were approved by the shareholders
through voting groups.

_____ The amendments were adopted by the board of
directors without shareholder action and shareholder
action was not required.

_____ The amendments were adopted by the incorporators
without shareholder action and shareholder action
was not required.

Dated 2-14, 20 01

CARLUCCI INTERNATIONAL, INC.
Corporation Name

By [Signature]
(Chairman, Vice Chairman, President or other officer)

CARLOS ALVARADO
Typed or printed name

PRESIDENT
Title

CARLUCCI INTERNATIONAL, INC.

ARTICLE IX - SHALL BE AMENDED AS FOLLOWS:

Directors. The names and street addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| Carlos Alvarado | 11362 San Jose Blvd Ste 15 Jacksonville FL 32223 |
| Oksana Alvarado | 11362 San Jose Blvd Ste 15 Jacksonville FL 32223 |

ARTICLE X - SHALL BE AMENDED AS FOLLOWS:

Officers. The following shall hold office until their successors shall be regularly elected and shall be qualified:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|---|
| Carlos Alvarado President, Secretary | 11362 San Jose Blvd Ste 15 Jacksonville FL 32223 |
| Oksana Alvarado Vice-President, Treasurer | 11362 San Jose Blvd Ste 15 Jacksonville FL 32223 |

ARTICLE XI - SHALL BE AMENDED AS FOLLOWS:

Stock Subscribers. The names and street addresses of each subscriber of stock are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| Carlos Alvarado | 11362 San Jose Blvd Ste 15 Jacksonville FL 32223 |
| Oksana Alvarado | 11362 San Jose Blvd Ste 15 Jacksonville FL 32223 |

These resolutions are effective as of February 14, 2001


Carlos Alvarado

2-14-01
Date