

PO 1000027085

Guernica & Gonzalez
Certified Public Accountants
8180 N.W. 36 St., Suite 230
Miami, FL 33166

000004649050--4
-10/23/01--01008--027
*****35.00 *****35.00

Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: LEM INTERNATIONAL, INC.
Articles of Amendment

Ladies and Gentlemen:

Enclosed please find the Articles of Amendment of LEM INTERNATIONAL, INC. and a check for \$ 35 covering the filing fees.

Kindly process the Articles of Amendment and return all resulting documentation to our office.

Sincerely,



Eduardo S. Gonzalez
For the firm

FILED
01 NOV -5 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ad 11-5
Amend



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 25, 2001

GUERNICA & GONZALEZ
8180 NW 36TH ST., STE 230
MIAMI, FL 33166

SUBJECT: LEM INTERNATIONAL, INC.
Ref. Number: P01000027085

We have received your document for LEM INTERNATIONAL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 901A00058848

RECEIVED
01 NOV -5 PM 1:02
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEM INTERNATIONAL, 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:

FIRST: The articles of incorporation shall be amended to read as follows:

ARTICLE I - NAME

The name of the corporation shall be:

LEM INTERNATIONAL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2530 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134**

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to issue is 7,500 shares of common stock with a par value of \$ 1 per share. The shares shall be issued as follows:

RAUL SALAZAR	3,825 SHARES
CLAUDIO IPPOLITO	3,675 SHARES

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already owns, shall have the right to purchase his pro rata share thereof (as long as it may be done without the issuance of transitional shares) at the price at which it is issued to others.

FILED
01 NOV -5 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented by person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE VII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors and the shareholders of no less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE VIII REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

**RAUL SALAZAR
2530 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134**

ARTICLE IX - BOARD OF DIRECTORS

The corporation shall have **THREE** directors . The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Each director shall have one vote. The names and addresses of the directors are as follows:

RAUL SALAZAR

CLAUDIO IPPOLITO

ARTICLE X - OFFICERS

The officers of the corporation shall be as follows:

President: RAUL SALAZAR

Secretary: CLAUDIO IPPOLITO

ARTICLE XI - DURATION

The existence of this corporation shall be perpetual.

ARTICLE XII - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by a majority of the shareholders.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

SECOND: The date of each amendment's adoption is OCTOBER 18, 2001.

THIRD: The effective date of these amendments shall be OCTOBER 18, 2001.

FOURTH: The amendments were approved by the shareholders on OCTOBER 18, 2001.. The number of votes cast for the amendments were sufficient for approval.

Signed this 31st. day of OCTOBER, 2001.

I hereby accept designation as Registered Agent.

Signature:



RAUL SALAZAR, PRESIDENT

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Certified Public Accountants
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CLAUDIO IPPOLITO

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Signature:



RAUL SALAZAR, PRESIDENT