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SECRETARY OF STATE
TALLAHASSEE, FL 32307

G. C. C. NOV 20 2003

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: A & C Title Corporation

DOCUMENT NUMBER: P02000015661

The enclosed Amendment for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marielena Abujasen

A & C Title Corporation

1400 NW 107 Avenue, Suite 200

Miami, Florida 33172

For further information concerning this matter, please call:

Marielena Abujasen at 305-231-2100

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
A & C TITLE CORPORATION**

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

FIRST: Amendment(s) adopted:

ARTICLE VII: Remove: Lilia A. Casal-Diaz as Vice-
President of A & C Title Corporation
With its address located at 1400 NW 107th
Avenue, Suite 200, Miami, Florida 33172.

SECOND: N/A

THIRD: The date of each amendment's adoption: October 31, 2003

FOURTH: The amendment(s) was/were adopted by the board of directors without
Shareholders action and shareholder action was not required.

Signed this 31st day of October, 2003

Signature: _____

Marlene Abujasen, Director, Chairman of the Board, and President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MINUTES OF SPECIAL MEETING OF SHAREHOLDERS OF
A & C TITLE CORPORATION**

The Special meeting of the Shareholders of A & C Title Corporation, (the "Corporation") was held on the date and time at the place set forth in the written waiver of notice signed by the shareholders, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by **Marielena Abujasen**, the President of the Corporation. There were presented at the meeting **Marielena Abujasen** and **Lilia Casal-Diaz**, being all the shareholders of the Corporation.

All of the directors of A & C Title Corporation, having consented to the time and place of the special meeting of the directors, the meeting was held on October 31, 2003, 11:00 am, at 1400 NW 107 Avenue, Suite 200, Miami, Florida, 330172.

ITEM 1

The first item of business that was taken up was the waiver of notice. The waiver, having been signed by all the directors, was read aloud by the chairman and was ordered to be made a part of the minutes of the meeting. Marielena Abujasen is acting as Chairman and Secretary at this meeting.

ITEM II

The Chairman stated that the purpose of the meeting was to remove Lilia A. Casal-Diaz as Vice-President of A & C Title Corporation.

Upon motion duly made, seconded and unanimously carried, it was

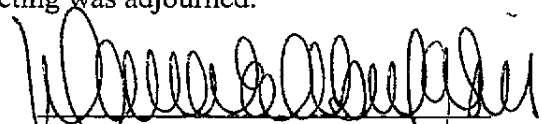
RESOLVED, that the removal of Lilia A. Casal-Diaz as Vice-President of A & C Title Corporation is accepted and confirmed.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that I, Lilia Casal-Diaz assign to Marielena Abujasen all 10% of my shares, with all the rights to subscribe to the 10% of the shares of the Capital Stocks of A & C Title Corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Date: October 31, 2003


Secretary, Marielena Abujasen

**WAIVER OF NOTICE OF
SPECIAL MEETING OF SHAREHOLDERS OF
A & C TITLE CORPORATION**

We the undersigned, being all of the Shareholders of A & C Title Corporation (the "Corporation"), hereby agree and consent that the special meeting of the Shareholders of the Corporation be held on the date and time and place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

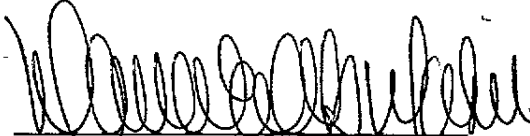
We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournment thereof, may be deemed advisable by any Shareholder present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of meeting: 1400 NW 107 Avenue, Suite 200, Miami, FL 33172

Date of meeting: October 31, 2003

Time of meeting: 11:00 am

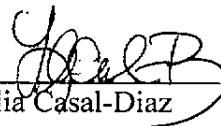
Date: October 31, 2003


Shareholder Marielena Abujasen

ASSIGNMENT OF SUBSCRIPTION

I (We) hereby assign to **Marielena Abujasen** 10% of my rights to subscribe to the shares of the capital stock of **A & C Title Corporation**, a Corporation organized under the laws of the State of Florida, which I have acquired either by virtue of being an officer of said corporation, the subscriber to the articles of incorporation or a subscriber to the capital stock of the corporation.

EXECUTED: October 31, 2003.



Lilia Casal-Diaz