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FILED
03 MAY 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 27, 2003

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

03 MAY 30 PM 2:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: SAN JUAN MOTORSPORT, INC.

Enclosed please find the original and one (1) copy of the Articles of Amendment to Articles of Incorporation for the above corporation and check in the amount of \$48.75 for filing fee and certified of status.

FROM: Accounting Center for Small Business, Inc.
Evelyn Rivera
5701 Dogwood Dr.
Orlando, FL 32807

Telephone (407) 281-0227

FILED
03 MAY 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SAN JUAN MOTORSPORT, INC.

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

FIRST: Amendment (s) Adopted:

The articles of incorporation *SAN JUAN MOTORSPORT INC.*, were filed on September 3, 2002 and assigned document number P02000096032.

1. The new resident agent of the Corporation shall be:

Carmen M Miranda
4616 S Goldenrod Rd
Orlando, FL 32822

2. The new president and officers shall be:

Carmen M Miranda
4616 S Goldenrod Rd
Orlando, FL 32822

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

THIRD: The date of adoption of the amendment was: May 27, 2003.

FOURTH: Adoption of Amendment

_____ The amendment was approved by the shareholders.
The number of votes cast for the amendment was sufficient for approval.

✓
_____ The amendment was approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment:

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

_____ The amendment was adopted by the incorporators without shareholders action and shareholder action was not required.

Signed this 27 day of May, 2003.

Signature  / President
Carmen M Miranda/President
SAN JUAN MOTORSPORT, INC.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27 day of May, 2003.



Carmen M Miranda/President
Signature/Title

STATE OF FLORIDA
COUNTY OF ORANGE

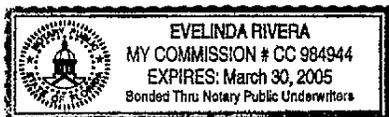
BEFORE ME, the undersigned authority, this day personally appeared Carmen M Miranda acknowledged that they executed the foregoing Articles of Amendment to Articles of Incorporation.

WITNESS my hand and official seal this 27 day of May, 2003.



Evelinda Rivera
Notary Public - State of Florida
COMM. # CC 984944

My commission expires March 30, 2005



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1 - The name of the corporation is:
SAN JUAN MOTORSPORT, INC.

2 - The name and address of the registered agent and office is:
Carmen M Miranda
4616 S Goldenrod Rd
Orlando, FL 32822

SIGNATURE 
(RESIDENT AGENT)
TITLE President
DATE 5-27-03

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 
(RESIDENT AGENT)
DATE 5-27-03

Arturo Romero
223 Alder Drive
Orlando, FL 32807

May 27, 2003

To the Board of Directors,
San Juan Motorsport, Inc.
4616 S Goldenrod Rd
Orlando, FL 32822

Gentlemen:

I hereby tender my resignation as President and also as a member of the Board of Directors of the Corporation, and request that the same be acted upon at once.

Since I have come into this meeting, I have assigned, transferred, and set over unto Ms. Carmen M Miranda, Director of the Company, for valid and adequate consideration, all my right, title, and responsibility in the San Juan Motorsport, Inc.


Arturo Romero

MINUTES OF SPECIAL MEETING

OF

BOARD OF DIRECTORS

OF

SAN JUAN MOTORSPORT, INC.

A special meeting of the Board of Directors of San Juan Motorsport, Inc. was held at 5701 Dogwood Dr. Orlando, Florida on May 27, 2003 at 12:00 P.M.

There were present at the said meeting Arturo Romero and Carmen M Miranda, being all of the directors of the said Corporation.

A written waiver of notice, signed by all of the directors, was read; the original copy of which is herein inserted.

Mr. Arturo Romero tendered her resignation as President, by the following communication:

SEE NEXT PAGE

On motion of Mrs. Carmen M Miranda, the following resolution was unanimously adopted:

RESOLVED, that the resignation of Mr. Arturo Romero as President and as a member of the Board of Directors of the Corporation, be accepted, such resignation to take effect immediately, and that her letter of resignation be placed on file.

Thereupon, Mrs. Carmen M Miranda moved that the meeting proceed to the election of a President. Upon motion duly made and unanimously adopted, it was

RESOLVED, that Carmen M Miranda appointed President of the Corporation San Juan Motorsport, Inc. and

Upon motion, duly made and seconded, the meeting adjourned.



Carmen M Miranda, Director

WAIVER OF NOTICE OF A SPECIAL MEETING
OF
BOARD OF DIRECTORS
OF
SAN JUAN MOTORS SPORT, INC.

We, the undersigned, being all the directors of SAN JUAN MOTROSPORT, INC. a Corporation organized and existing under the laws of the State of Florida, do hereby waive all notice as provided by the articles of Incorporation or by-laws of the said Corporation, and do hereby consent to the holding of a special meeting of the Board of Directors of the Corporation, to be held on May 27, 2003 at 12:00 P.M., or any adjournment or adjournments thereof, at the office of the accountant at 5701 Dogwood Dr. Orlando, FL 32807 for the following purposes:

To consider the resignation of Arturo Romero as President of the Corporation..

We hereby also consent to the transaction of any other business that may come before the meeting.

Dated at Orlando, Florida, this 27th day of May 2003.



Arturo Romero, Resigned President



Carmen M Miranda, New President