

PO2000128481

dba Parra

(NAME)

1777 NW 123 place

(STREET)

Miami - Florida 33182

(CITY)

(ZIP)

(City/State/Zip/Phone #)

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03 JUN 23 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. Lewis 7/1/03

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BACCELL, CORP.**

FILED
03 JUN 23 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 adopted: Exchange
Articles VI
Articles VII
Articles VIII

Article VI LOCATION
2525 SW 27 AV SUITE 100
MIAMI, FL 33133

Article VII DIRECTORS	NAME	ADDRESS
	Olga M. Parra President	2525 SW 27 AV SUITE 100 Miami, FL 33133
	Mauricio Quijano Vice President	2525 SW 27 AV SUITE 100 Miami, FL 33133

Article VIII SUBSCRIBER	NAME	ADDRESS
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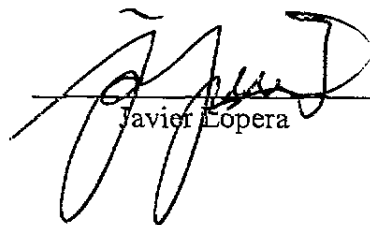
SHARES	NAME	ADDRESS
50%	Olga M. Parra	2525 SW 27 AV SUITE 100 Miami, FL 33133
50%	Mauricio Quijano	2525 SW 27 AV SUITE 100 Miami, FL 33133

ASSIGNMENT OF SUBSCRIPTION OF

BACCELL, CORP.

I (We) hereby resign to Javier Lopera 50 % of Capital Stock of BACCELL, CORP.
All of my (our) rights to subscribe to the share of the capital stock of the above named corporation organized under the laws of the State of Florida, which I have acquired either by being an incorporator of the above named corporation, a subscriber to the Articles of Incorporation or a subscriber to the capital stock of the above named corporation.

EXECUTED: February 21, 2003.



Javier Lopera

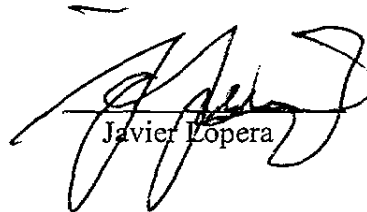
DIRECTOR(S)' RESIGNATION

OF BACCELL, CORP.

The chairman then recognized the director named below who tendered his/her resignation, effective upon the adjournment of this meeting. Upon motion duly made, seconded and carried said resignation was accepted and the President was ordered to spread same upon the minutes of the meeting.

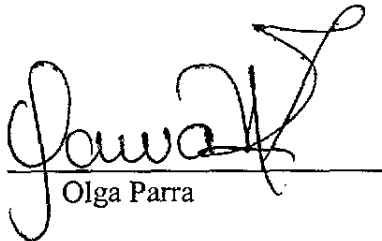
I (We) the undersigned director(s) of the above named corporation, do hereby tender my (our) resignation(s), to take effect upon the adjournment of the meeting of the Board of Directors at which this resignation is accepted.

Date: February 21, 2003



Javier Lopera

I Accept your Resignation



Olga Parra

SECOND: The date of each amendment's adoption February 21, 2003

THIRD: Adoption of Amendment

(X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.

() The amendment was/were 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 number of votes cast for the amendment was/were sufficient for approval by .

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

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

Signed this 21 day of February, 2003.

Signature


Olga M. Parra
President