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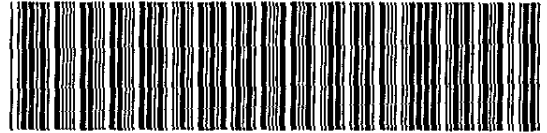
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN APR 10 2003

LAW OFFICES OF
BARRY T. SHEVLIN
1111 KANE CONCOURSE
SUITE 605
BAY HARBOR ISLANDS, FLORIDA 33154
TELEPHONE (305) 868-0304
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BARRY T. SHEVLIN
ANDREW S. ATKINS*

*ADMITTED IN FL AND GA

March 31, 2003

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

Re: Pagoda, II, Inc. – Amendment to Articles of Incorporation

Dear Sir/Madame:

Enclosed please find the Articles of Amendment to Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$35.00 made payable to: Florida Department of State for the filing of same. Please process this Amendment of Articles at your earliest convenience and forward confirmation of same in the enclosed self-addressed envelope.

Should you have any questions, please contact me at my office.

Yours very truly,

Law Offices of Barry T. Shevlin, P.A.

By:


Barry T. Shevlin, Esq.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAGODA II, INC.

(PRESENT NAME)

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article # Directors

<u>VII</u>	- Cosmo Lai, Director 1311 97th Street Bay Harbor Islands, FL 33154	(Add)
<u>VIII</u>	- Oi Yuet Lai, President 1311 97th Street Bay Harbor Islands, FL 33154 (Add)	Cosmo Lai, Secretary 1311 97th Street Bay Harbor Islands, FL 33 (Add)

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.

N/A

THIRD: The date of each amendment's adoption: March 20, 2003

FOURTH: Adoption of Amendment(s) (check one)

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

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately for each voting group entitled to vote separately on each amendment(s) :

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

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

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

Signed this 20th day of March, 2003.

Signature *Oi Yuet Lai*
(By the Chairman or Vice Chairman of the directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Oi Yuet Lai

Typed or printed name

President

Title