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Account Name

: EMPIRE CORPORATE KIT COMPANY.

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Phone

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BASIC AMENDMENT

ALLSTAR II EMBROIDERY, CORP.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 20, 2003

ALLSTAR II EMBROIDERY, CORP. 2900 WEST SAMPLE ROAD #PC5151 POMPANO BEACH, FL 33073

SUBJECT: ALLSTAR II EMBROIDERY, CORP.

REF: P03000006658

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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Teresa Brown Document Specialist FAX Aud. #: E03000321145 Letter Number: 103A00062993

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314





ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

ALLSTAR II EMBROIDERY, CORP.

(Present name)

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

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added, deleted)

ARTICLE II - PRINCIPAL OFFICE

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

784 TIVOLI CIRCLE, APT 102 DEERFIELD BEACH, FL 33441

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock, that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1,00 per value per share:

GLORIA C. ESPINOZA (1000)

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is:

GLORIA C. ESPINOZA 784 TIVOLI CIRCLE, APT 102 DEERFIELD BEACH, FL 33441

ARTICLE VI - OFFICERS AND/OR DIRECTORS

The officer(s) and/or director(s) of the corporation are:

Tile; PD GLORIA C. ESPINOZA 784 TIVOLI CIRCLE, APT 102 DEERFIELD BEACH, FL 33441

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

THIRD: The	date of each amendment's adoption: 01/17/2003
FOURTH: A	ioptions of amendment(s) Check one
	The date of each amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.
x	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 a voting group.
(The	following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).)
The n	umber of votes cast for the amendment(s) was/were sufficient for approval by:
	(voting group)
Signed this:	November 19, 2003.
(Chairman o	oria E E. spinozo r Vice Chairman of the Board of Directors, Presidents or other officer if adopted holders) Or (A director of Incorporator if adopted by the directors of
	Gloria C. Espinoza
	(Type or print name)
	President
	(Title)

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