Florida Department of State

Division of Corporations Public Access System

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Division of Corporations

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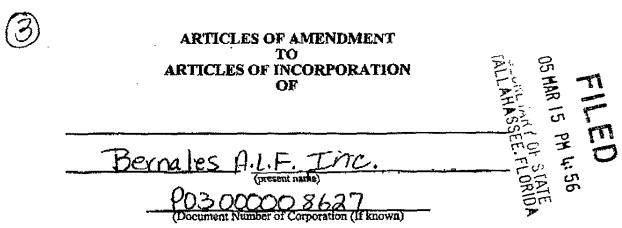
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BASIC AMENDMENT

BERNALES A.L.F. INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00





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)

The Amendment being made to said corporation:

New name is: Atlantis ALF Inc.

ARTICLE VI BOARD OF Directors:

please Add:

Ludin Enrique Herrera - Vice Preside 15172 S.W. 13 terrace

Miami, 71. 33194

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:

NA

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THIRD:	The date of each amendment's adoption: MARCh 15, 2005	
FOURTH: Adoption of Amendment(s) (CHECK ONE)		
C	The amendment(s) was/were approved by the shareholders. The number of votes east for the amendment(s) was/were sufficient for approval.	
5	The amendment(s) 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(s):	
"The number of votes cast for the amendment(s) was/were sufficient		
for approval by,"		
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 15th day of MARCH 2005		
Signature X		
(By the Chairman or Vice Chairman of the Board of 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)		
	MACIA F. BERNATES (Typed or printed name)	
Incorporator (Title)		

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