

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: REF VAIL, INC.

DOCUMENT NUMBER: P03000060546

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carlos A. Zarraluqui, Esq.
Name of Contact Person

Gutierrez & Zarraluqui, LLP
Firm/ Company

283 Catalonia Avenue, Suite 200
Address

Coral Gables, Florida 33134
City/ State and Zip Code

czarraluqui@gzpartners.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carlos A. Zarraluqui, Esq. at (305) 856-5200
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

REF VAIL, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P03000060546

(Document Number of Corporation (if known))

FILED
09 OCT 30 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

283 Catalonia Avenue

Suite 200

Coral Gables, Florida 33134

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

283 Catalonia Avenue

Suite 200

Coral Gables, Florida 33134

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Carlos A. Zarraluqui, Esq.

New Registered Office Address:

283 Catalonia Avenue, Suite 200

(Florida street address)

Coral Gables

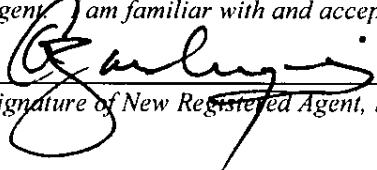
(City)

, Florida 33134

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

The text of Article III of the Articles of Incorporation of REF VAIL, INC. shall be deleted

in its entirety and replaced with the following language:

The Purpose for which this corporation is organized is any and all lawful business,

including, but not limited to, the granting and/or receiving of financing, credit, loan

guarantees and the like, as well as providing and/or receiving securities and security

collateral of any kind for obligations to third parties or independent companies.

F. 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:

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: October 23rd, 2009

Effective date if applicable: October 30th, 2009
(date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

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

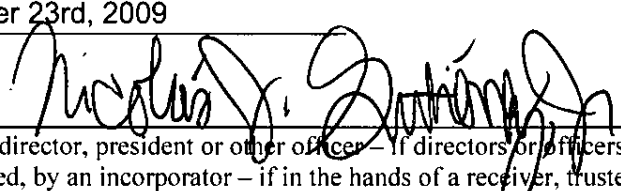
by _____.”
(voting group)

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.

Dated October 23rd, 2009

Signature _____


(By a director, president or other officer – If directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Nicolas J. Gutierrez, Jr.

(Typed or printed name of person signing)

Director and Vice President

(Title of person signing)