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CLERK OF STATE
ALLAHASSEE, FLORIDA

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COREY E. HOFFMAN
ATTORNEY AT LAW
3250 MARY STREET
SUITE 303
COCONUT GROVE, FLORIDA 33133
(305) 443-5600
FAX (305) 443-6624

August 20, 2004

Secretary of State
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Nocturnal Miami, Inc.
Articles of Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed please find my office check no. 1286 in the amount of \$35.00 for filing of the Articles of Amendment to Articles of Incorporation for the above referenced corporation.

If you have any questions, please feel free to contact me.

Thank you,

A handwritten signature in black ink, appearing to read "CEH" followed by a stylized flourish.

Corey E. Hoffman
Attorney at Law

CEH\vp
Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NOCTURNAL MIAMI, INC.

FILED

04 AUG 25 AM 11:30

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 as follows:

FIRST: AMENDMENT(S) ADOPTED:

ARTICLE XI: Articles of Incorporation of NOCTURNAL MIAMI, INC. shall be amended to change the corporate officer as follows:

Glen Kofman resigns as Secretary.

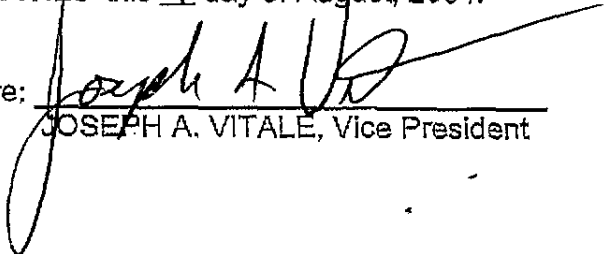
Gary Quitoviera is elected Secretary. His address is 50 NE 11 St., Miami, FL 33132

SECOND: The date of each amendment's adoption:
August 13, 2004

THIRD: ADOPTION OF EACH AMENDMENT (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 provided for each voting group entitled to vote separately on the amendment(s):
- ☐ 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 19 day of August, 2004.

Signature: 
JOSEPH A. VITALE, Vice President