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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NETSTUDIO S.A. INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF
NETSTUDIO S.A. INC**

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04 JUN 30 PM 2:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

FIRST: Amendment (s) adopted:

OFFICERS SHALL BE AS FOLLOWS:

Geraldine R. Malerba - P
7925 NW 12 Street
Suite 407
Miami, FL 33126

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 mentioned above:

THIRD: The date of each amendment's adoption: June 22, 2004

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

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

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

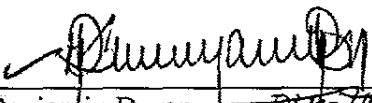
 The amendment (s) was/were approved by the shareholders through voting group.

(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)

Signed this 22 day of June 2004

Netstudio S.A. Inc
Corporation Name:

By: 
~~Benjamin Duran~~ Director
Chairman of Vice Chairman of the Board of
Directors, President if other officer if adopted
By the shareholders).

A director or incorporator of adopted by the directors or incorporators.