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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPT. OF REVENUE
DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA

Amended

C. Coulliette JUN 10 2005

EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

Address

CORAL GABLES, FL 33134 (305) 444-4994

City/State/Zip

Phone #

OFFICE USE ONLY

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

1. LTM DISTRIBUTOR, 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
ARTICLES OF INCORPORATION
OF
LTM DISTRIBUTOR, INC**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607-1006, Florida Statute, the Undersigned Corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The Corporation adopted the following amendment to the articles of incorporation:

ARTICLE VII: The new names and post office of the members of the board of directors and the slate of corporate officers are as follows:

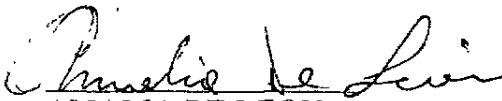
**AMALIA DE LEON
PRESIDENT**

**13650 NW 4TH ST #107
PEMBROKE PINES, FL 33028**

**EDUARDO JORDAN
VICE PRESIDENT**

**13650 NW 4TH ST #107
PEMBROKE PINES, FL 33028**

SECOND: This amendment was adopted by all shareholders of the corporation, on this
9TH DAY OF JUNE 2005.


**AMALIA DE LEON
PRESIDENT**