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CARLOS PEREZ, ACCOUNTING, LICENSES, NEW CORPORATION

NOTARY PUBLIC, CERTIFICATE OF BOARD - LIC - 50924

Member of the National Notary Association.

131 SW 22nd AVENUE, MIAMI, FL 33135 PHONE (305)541-8722 FAX (305)541-6940 email: carlosperezserv@hotmail.com

Miami, August 17, 2005

TO: FLORIDA DEPT. OF STATE DIVISION OF CORPORATION

SUBJECT: MIAMI NOVELTIES & DOLLAR STORE, CORP. (P05000061459)

RE: ARTICLES OF AMENDMENT

Dear,

Enclosed please find above reference and a Check 5280 for \$78.75 Dollars. Filling Fee, Register Agent Designation and Certified Copy. Please will be send by fax (305)541-6940).

If you have any questions concerning about this a filling document, please call our office.

Sincekely,

CARLOS PEREZ

ARTICLES OF AMENDMENT TO ARTICLES OF CORPORATION OF MIAMI NOVELTIES & DOLLAR STORE, CORP.



Pursuant to the provisious of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: ARTICLE V:

The name and Florida street address of the registered agent is:

Delete: Marcia Perez

1522 SW 8th Street Miami, Fl 33135

Add:

Alejandro Mercedes 1522 SW 8th Street Miami, Fl 33135

I certify that I am familiar with and accept the responsibilities of register agent.

Registered Agent Signature:

Alelandro Mercedes

SEDOND :: Am	endment adopted Article V II:
The initial off	icer (s) and/or director (s) of the corporation is/are:
Delete:	P/D
	MARCIA PEREZ
	1522 SW 8TH STREET
	MIAMI, FL 33135
ADD:	ALEJANDRO MERCEDES
	1522 SW 8TH STREET
	MIAMI, FL 33135
	If an amendment provides for an exchange, reclassification or cancellation of provisions for implementing the amendment if not contained in the self, are as following:
	The date of each amendment's adoption 16 August, 2005
FIFTH: Ado	ption of Amendment:
	The amendment(s) was / were approved by the shareholders. The number of votes cast for he 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 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
X	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 not required.

Signed this 16 day of August, 2,005 by director(s).

Alejandro Mercedes P/D