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 -09/01/98--01045--017
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OFFICE USE ONLY

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

- SALEM INTERNATIONAL, INC.
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)
- _____
 (Corporation Name) (Document #)

- Walk in
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 Certificate of Status

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

FILED
 98 SEP -1 PM 2:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 98 SEP -1 AM 11:17
 DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SALEM INTERNATIONAL, INC.

FILED
98 SEP -1 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III - MAXIMUM SHARES

The maximum shares of stock, at one dollar (\$1.00) par value, that this Corporation is authorized to have outstanding at any time is One thousand (1,000) shares, as follows:

SONIA SALEM RUGGIERI President
5439 S W 151 PLACE
MIAMI, FL 33185

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this Corporation shall be at:
5439 S W 151 PLACE MIAMI, FL 33185

ARTICLE VIII - BOARD OF DIRECTORS

The number of the Board of Director of the Corporation shall not be less than one person. The name and post office address of the Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

SONIA SALEM RUGGIERI 5439 S W 151 PL, MIAMI FL 33185

ARTICLE IX - SHAREHOLDERS

The names and post office addresses of each shareholder is:
SONIA SALEM RUGGIERI 5439 S W 151 PL MIAMI, FL 33185

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 follows:

THIRD: The date of each amendment's adoption: 08/27/98

FOURTH: Adoption of Amendment(s) (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 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.

Signed this 27th day of August, 1998

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR
(By a director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators)

PAULO K. SALEM

Typed or printed name

Vice President

Title