

P93000074931

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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-10/20/98--01043--006
*****35.00 *****35.00

OFFICE USE ONLY

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

1. SALEM INTERNATIONAL, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED
 98 OCT 20 PM 2:48
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

PROCESSED
 98 OCT 20 AM 10:27
 DIVISION OF CORPORATION

Examiner's Initials

10/20

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

OF
SALEM INTERNATIONAL, INC.

(present name)

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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:

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:

CECILIA VACCARI SALEM - 5439 S W 151 Place - 700 Shares
Miami, FL 33185
PAOLO KERR SALEM - 5439 S W 151 Place - 300 Shares
Miami, FL 33185

ARTICLE VIII - BOARD OF DIRECTORS

The number of the Board of Directors 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 Certificate of Incorporation, the By-Laws and the acts of the legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, are:

CECILIA VACCARI SALEM - 5439 S W 151 Place - President
Miami, FL 33185
PAOLO KERR SALEM - 5439 S W 151 Place - V.Pres.-Secr-Treas.

ARTICLE IX - SHAREHOLDERS

The names and post office addresses of each shareholders are:

CECILIA VACCARI SALEM - 5439 S W 151 Place
Miami, FL 33185
PAOLO KERR SALEM - 5439 S W 151 Place
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: 10/04/98

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 13th day of October, 19 98.

Signature *Sonia Salem Ruggieri*
(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)

SONIA SALEM RUGGIERI

Typed or printed name

President

Title