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TRANSMITTAL LETTER

Division of Corporations
SUBJECT: A.E. ENTERPRISES OF PINECCAS, INC. (Name of corporation)
DOCUMENT NUMBER: P93000 82150
The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:
PETER BEAKE (Name of person)
(Name of person) A.E. ENTER PRISES OF VINECCOAS, INC. (Name of firm/company) 11808 U.S. 14WY 19 N (Address)
11808 U.S. 14WY 19 N (Address)
CCEPTEUATOR FL 83764 (City/state and zip code)
For further information concerning this matter, please call:
(Name of person) at (727) 541 - 4949 (Area code & daytime telephone number)
Enclosed is a \$35.00 check made payable to the Department of State.
Mailing Address:Street Address:Amendment SectionAmendment SectionDivision of CorporationsDivision of CorporationsP.O. Box 6327409 E. Gaines StreetTallahassee, FL 32314Tallahassee, FL 32399

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



A.E. ENTERPRISES OF PINECCAS, INC.

11808 U.S. HWY. 19 WORTH, CLEARWARDA, FL 33764

(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)

ARRICCE VI

ARTHUR G. EPSTEIN WAS OWNER NOW DIRECTOR

PETER BERKE ADDED AS PRESIDENT AND TREASURER.

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: JUNE 1, 2001		
FOURTH	: Adoption of Amendment(s) (CHECK ONE)		
V	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		
	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.		
Signature	Signed this 31 day of MARCH 2003.		
	(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)		
	Deferberke (Typed or printed name)		
	President (Title)		
	(Time)		

MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS A.E. ENTERPRISES OF PINELLAS, INC.

DATE: June 1. 2001

The annual meeting of the Shareholders of the Corporation, was held on June 1, 2001 at 11808 U.S. Highway 19 North, Clearwater, Florida 33764, the offices of the corporation.

On motion duly made and carried, a Chairman and Secretary of the meeting were elected, the same being Arthur G. Epstein and Peter Berke.

The Chairman and Secretary accepted his office and proceeded with the discharge of Their duties.

The Chairman then called the roll and found that the following shareholders to the articles of Incorporation were present in person: Arthur G. Epstein, 100 Shares.

A written Waiver of Notice of the time and place of holding the present meeting, signed by all of the shareholders of this corporation was then presented and read by the Chairman and the same was ordered, filed and spread at length upon the minutes.

Upon motion duly made and carried, the following named persons were elected as Director of the Corporation to serve until the next annual meeting of shareholders, or until his successor is duly elected and qualified:

Arthur G. Epstein, 14862 Pinecrest Drive, Largo, Florida, 34644 and Peter Berke, 239 Los Prados Drive, Safety Harbor, Florida, 34695.

A motion duly made and carried, it was:

RESOLVED, that the above-named Directors of this Corporation being present were requested to elect the officers of the Corporation and to take such action as may be deemed advisable or necessary to complete the organization of the Corporation.

Article 'VI of the Articles of Incorpoaration are amended thus:

In accordance with the above it was voted to remove, due to illness, Allick Epstein as Treasurer.

Arthur G. Epstein was elected Director Peter Berke was elected President and Treasurer.

This concluded the business of the corporation and the meeting was adjourne