P94000039046

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      Account Name    : FAS-T CORP. AGENTS, INC.
      Account Number  : 071001002335
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BASIC AMENDMENT

GIDEON ENTERPRISES, INC.

Certificate of Status	0
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Page Count	02
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Amendment
5-11-99
DC

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 1999

GIDEON ENTERPRISES, INC.
1195 NW 81 STREET
MIAMI, FL 33150

SUBJECT: GIDEON ENTERPRISES, INC.
REF: P94000039046

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Darlene Connell   FAX Aud. #: H99000011114
Corporate Specialist   Letter Number: 699A00025688

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

GIDEON ENTERPRISES, INC.

1195 NW 81 St., Miami, Florida 33150

(present name)

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)*

Amend Article #5 as follows:

Add: Augustine Bustamante, Director, V.P. Stock Holder 10%
    1195 NW 81 St., Miami, Florida 33150
Delete: Gideon Azari, Pres. Stock Holder 50%
      1270 102 St., Bay Harbor, Fl 33154
Add: Gideon Azari, Director, V.P. Stock Holder 40%
    1195 NW 81 St., Miami, Fl 33150
Delete: Karen Azari, Tres./Sec. Stock Holder 50%
      1270 102 St., Bay Harbor, Fl 33154
Add: Karen Azari, Director, Pres. Stock Holder 50%
    1195 NW 81 St., Miami, Florida 33150

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:

Prepared By: Karen azari
    1270 102 Street
    Bay Harbor, Florida 33154
    Phone#(305)-696-3080

THIRD: The date of each amendment's adoption:____May 1, 1999____
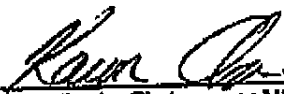
FOURTH: Adoption of Amendment(s) (CHECK ONE)

☑ 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 day ___10___ of ___MAY_____, 19 99

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)

____KAREN AZARI_____
                Typed or printed name

____PRESIDENT/DIRECTOR_____
                            Title