

P94000076048

Ana Diaz Cordero

Attorney at Law

SUITE 810
2801 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134-6924

700002121837--8

-03/24/97--01120--019

*****35.00 *****35.00

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ 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 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
97 MAR 24 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 3/24

FILED
97 MAR 24 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
D.L.D. INVESTMENTS INC.

Pursuant to the provisions of § 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this corporation is D.L.D. INVESTMENTS INC. (the "Corporation").
2. This Amendment made to the Articles of Incorporation of the Corporation was duly adopted by unanimous written consent executed by the Directors and the shareholders of the Corporation pursuant to § 607.0704 and § 607.0821 of the Florida Business Corporation Act on March 12, 1997.
3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The Articles of Incorporation of the Corporation are hereby amended by adding Article XII, which shall read as follows:

ARTICLE XII. CERTAIN RESTRICTIONS ON TRANSFERS OF
CAPITAL STOCK

1. THE ISSUANCE, SALE, ASSIGNMENT, TRANSFER, PLEDGE OR OTHER DISPOSITION OF THE SHARES OF STOCK BY THE CORPORATION OR ANY OF ITS STOCKHOLDERS, WHETHER VOLUNTARY OR BY OPERATION OF LAW, IS SUBJECT TO TRANSFER RESTRICTIONS MORE PARTICULARLY DESCRIBED IN THE LIMITED PARTNERSHIP AGREEMENT OF CENTURY PARTNERS GROUP, LTD., ENTERED INTO BY AND AMONG CENTURY PARTNERS GROUP, LTD. AND ITS PARTNERS, A COPY OF WHICH IS ON FILE IN THE OFFICES OF THE CORPORATION. ANY UNAUTHORIZED TRANSFER SHALL BE VOID AND INEFFECTUAL AND SHALL NOT OPERATE TO TRANSFER ANY INTEREST OR TITLE TO THE PURPORTED TRANSFEREE OF THE SHARES.

2. On or before the issuance, sale, or transfer of any shares of stock by the Corporation or any of its stockholders, the certificates representing all outstanding shares of stock of the Corporation shall be surrendered to the Corporation and endorsed as follows:

"Any sale, assignment, transfer, pledge or other disposition of the ownership interest represented by this certificate is restricted by, and subject to, the Limited Partnership Agreement entered into by and among Century


Partners Group, Ltd. ("Century") and its partners, a copy of which is on file in the records of Century. By acceptance hereof, the holder agrees to be bound by the terms of said Agreement."

3. For so long as the Corporation maintains an ownership interest in Century, this Article XII cannot be amended without the express written consent of the Board of Directors of Century Enterprises Group, Inc., the General Partner of CENTURY PARTNERS GROUP, LTD., which may be withheld in their sole and absolute discretion.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on this 12th day of March, 1997.

D.L.D. INVESTMENTS INC.

By:


Daniel R. Valdes, President

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS AND
ALL THE SHAREHOLDERS OF
D.L.D. INVESTMENTS INC.**

The undersigned, being all of the directors and all the shareholders of D.L.D. INVESTMENTS INC., a Florida corporation (the "Company"), pursuant to the provisions of the laws of the State of Florida, and in lieu of holding meetings of directors and shareholders, hereby consent that when each of the undersigned have signed this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force as if adopted at formal meetings of the Board of Directors and shareholders of the Company, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

1. Each of the undersigned does hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.


2. The following resolution is hereby adopted:


RESOLVED, that the Company be, and it hereby is, authorized and directed to file Articles of Amendment to its Articles of Incorporation with the Florida Secretary of State providing for certain restrictions on the transfer of shares of the capital stock of the Company, substantially in the form attached hereto.

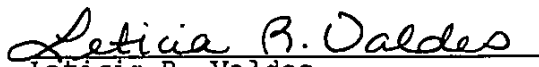
IN WITNESS WHEREOF, the undersigned have executed this written consent as of the 18 day of March, 1997.

DIRECTORS:

SHAREHOLDERS:


Daniel F. Valdes



Daniel F. Valdes


Leticia R. Valdes


Leticia R. Valdes


David L. Valdes


David L. Valdes


Daniel R. Valdes


Rosario Valdes