

P95000028030

Memorandum

July 31, 1997

Department of State  
State of Florida  
Division of Corporations  
Amendments  
409 E. Gains Street  
Tallahassee, Florida 32399

000002256680-- 6  
-08/04/97-01122--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Please file the following amendment, that includes an officer/director resignation, to the articles of incorporation of Sun Consolidated Global Securities, Inc. as enclosed. The \$35.00 filing fee is enclosed. I have included a Federal Express package for purposes of returning a file copy accordingly.

Thank-you

FILED  
97 AUG -4 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Amend. & N/C.*

VS AUG 12 1997

**ARTICLES of AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SUN CONSOLIDATED GLOBAL SECURITIES, INC.**

**FILED**  
97 AUG -4 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

FIRST: The undersigned, Donald A. Taylor, being the sole Director and Secretary of Sun Consolidated Global Securities, Inc., a Florida Corporation, as document P95000028030, hereby certifies that by unanimous vote of the Board of Directors and unanimous vote of the stockholders at a meeting held on June 16, 1997 at 10:30 AM (minutes attached hereto at Exhibit A), it was agreed that these ARTICLES of Amendment to ARTICLES OF INCORPORATION be adopted and filed.

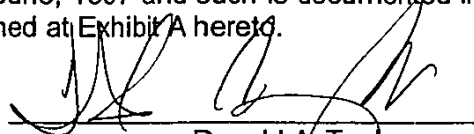
SECOND: Article I NAME was amended to adopt the following NAME CHANGE:

The name of the corporation is Americas International Securities Corp.

THIRD: There was the following OFFICER/DIRECTOR RESIGNATION and appointment:

I, Donald A. Taylor, hereby resign as Secretary and Director of Sun Consolidated Global Securities, Inc., a corporation organized under the laws of the State of Florida on April 7, 1995 as document P95000028030. The corporation has been notified in writing of the resignation as it occurred on the 16<sup>th</sup> day of June, 1997 and such is documented in the corporate minutes of the corporation as attached at Exhibit A hereto.

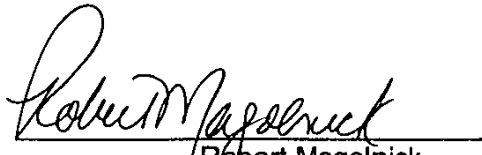
Signed this 16<sup>th</sup> day of June, 1997

  
Donald A. Taylor  
(Signature of resigning officer/director)

FOURTH, that Robert Magolnick, a Florida resident located at 9217 Ramblewood Drive #934, Coral Springs, FL 33071 succeeded as the sole director and Secretary of the corporation.

Accepted:

Signed this 16<sup>th</sup> day of June, 1997

  
Robert Magolnick  
(Signature of succeeding officer/director)

**EXHIBIT A**

**MINUTES OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS**

**OF**

**Sun Consolidated Global Securities, Inc.**

A special meeting of the Board of Directors of the above captioned Corporation was held on the 16<sup>th</sup> day of June, 1997 at 10:30 AM.

The sole member of the Board of Directors being present, the meeting was called to order by the Secretary. The Secretary then advised that there were three (3) agenda items contemplated by the corporation:

1. entertaining the resignation of the sole director and sole officer (Secretary), Donald A. Taylor; and
2. changing the name of the corporation to Americas International Securities Corp.; and
3. appoint a new sole director and Secretary.

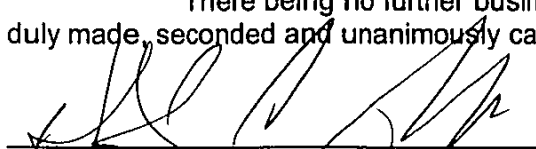
The below resolutions were recommended by the retiring sole director and Secretary and, upon motion duly made, were seconded and unanimously carried:

RESOLVED, Article I "NAME" of the Articles of Incorporation are to be amended to adopt the NAME CHANGE: Americas International Securities Corp; and

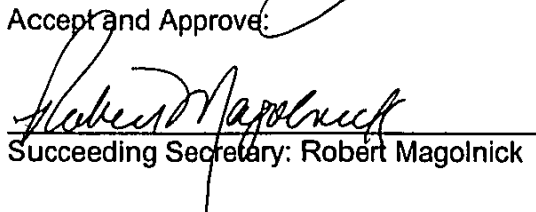
RESOLVED, that the Corporation shall accept the resignation of Donald A. Taylor as the sole director and Secretary of the corporation, and

RESOLVED, that Robert Magolnick shall succeed as the sole director and Secretary of the corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

  
Resigning Secretary: Donald A. Taylor

Accept and Approve:

  
Succeeding Secretary: Robert Magolnick