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000002624410--3

-08/25/98--01040--009

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

OFFICE USE ONLY

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

1. HABANA PHARMACY DISCOUNT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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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

FILED
98 AUG 25 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG 25 AM 10:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

8/25

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

HABANA PHARMACY DISCOUNT , INC.

(Present name)

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 deleted)

ARTICLE V : BOARD OF DIRECTORS

The name (s) and address (es) of the Member of the Board of Directors are:

Amaury Amarante - President/Secretary
8991 S.W. 38 Street
Miami , FL 33165

Maria De Los Angeles Piloto - Vice President
66 W. 27th Street
Hialeah , FL 33010

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: 14, August, 1998.

FOURTH: Adoption of Amendment (s) (Check one)

_____ The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

_____ The amendment (s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

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XX

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 a voting group.

{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)

Signed this 14 day of August, 1998 .

By:



(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (A director or incorporator if adopted by the directors of incorporators)

Amaury Amarante

(Typed or printed name)

President

(Title)