

P9600006/504
PAN AM
Air Conditioning

July 22, 1997

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314


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-07/28/97--01146--008
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find a check in the amount of \$87.50 Dollars to cover the articles of amendment filling fee and one certified copy for the amendments done to Marlins Air Conditioning, Inc.

If we can be of further assistance, please do not hesitate to contact us.

Sincerely yours,



Mrs. Aimee A. Lopez
President

FILED
97 JUL 28 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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

MARLINS AIRCONDITIONING, INC

FILED
97 JUL 28 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)*

ARTICLE VIII : Nominations of officers of the corporation. The following persons were nominated and thereupon elected:

For President : Aimee Andres Lopez
For Vice President:
For Secretary : Aimee Andres Lopez
For Treasurer : Aimee Andres Lopez

Upon motion duly made, seconded and carried, the above named persons were elected as directors of the corporation each to hold office until the annual meeting of shareholders, and until a successor of each shall have been elected and qualified or until his/her resignation, removal from office or death

ARTICLE III : Maximum number of shares capital stock that this corporation is authorized to have outstanding at any one time is to increase from **ONE THOUSAND FIVE HUNDRED (1,500 shares)** of common stock having a par value of (\$5.00) dollars per share to **SEVEN THOUSAN FIVE HUNDRED (7,500 shares)** of common stock having a par value of (\$1.00) dollars per share.

ARTICLE XII : Registered Agent for the corporation shall be as follows:

Aimee Andres Lopez

Registered Office of the Corporation shall be:

4886 S. W. 75TH Avenue Miami FL 33155

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:

In addition this stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows:

This stocks may not be transferred on the books of this corporation, without first giving the right to purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders, of record at the same price and terms of any bona fide offer which the holder may desire to accept. All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation.

THIRD: The date of each amendment's adoption is July 1, 1997.

FOURTH: Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 1st day of July 1997

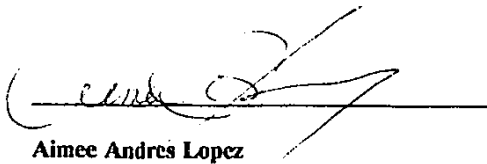
Signature: _____

Aimee Andres Lopez
President

ARTICLE XII: REGISTERED AGENT CHANGED BY AMENDMENT

Registered Agent for the corporation : **Aimee Andres Lopez**

As new registered agent for Marlins Air Conditioning Inc. I Aimee Andres Lopez accept the appointment. I am familiar with and accept all obligations that this position requires.



Aimee Andres Lopez