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FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
98 MAY -8 PM 1:30

LAW OFFICES

Daniels, Kashtan & Fornaris, P.A.

SEVILLA CENTER

241 SEVILLA AVENUE • PENTHOUSE TWO
CORAL GABLES, FLORIDA 33134

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

1. _____ (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

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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

5-14-98

FILED
SECRETARY OF CORPORATIONS
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adopts

FIRST: Amendment(s) adopted:

VI. BOARD OF OFFICERS AND DIRECTORS

This corporations numbers of officers and directors shall be changed to two officers and directors. The officers and directors shall be as follows:

Michael F. Kashtan, Director/President 241 Sevilla Avenue, PH 2
Coral Gables, Florida 33134

Nelson F. Castellanos, Director/Vice President
6230 SW 8 Street
Miami, Florida 33144

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:

N/A

THIRD: The date of each amendment's adoption: January 2, 1998

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

X The amendment(s) was/were approved by the shareholders. The numbers 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

_____."

_____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 6th day of May, 1998.

Signature: _____

(By Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Michael F. Kashtan

Typed or Printed Name

President

Title

Prepared By:

Michael F. Kashtan, Esq.
Daniels, Kashtan & Fornaris, P.A.
241 Sevilla Avenue, PH 2
Coral Gables, Florida 33134
305 448-7988
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