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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. LUNA ENTERPRISES COMMUNICATIONS, INC.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

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NEW FILINGS	
Profit	Name Availability
NonProfit	Document Examiner
Limited Liability	Examiner
Domestication	Updater
Other	Update Verifier

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merge

OTHER FILINGS	
Annual Report	P. Verifier
Fictitious Name	
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

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DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
LUNA ENTERPRISES COMMUNICATIONS, INC.

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:

ARTICLE III: SHARES

WE WILL SUBSCRIBE THE SHARES AS FOLLOW:

REYNALDO LUNA	80%
TERESA MENA	20%

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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: March 1st, 1998.

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

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 voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

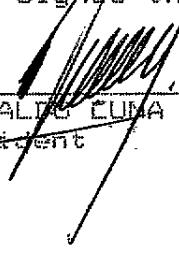
The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_.

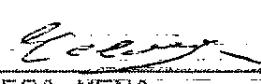
Voting Group

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 30 days of April 1997.

  
REYNALDO LUNA  
President

  
TERESA MENA  
Vice President