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1	NEW FILINGS		AMENDMENTS		T AUG SECRE
	Profit		Amendment		ASS 15
	NonProfit		Resignation of R.A., Officer/	Director	
	Limited Liability		Change of Registered Agent		= = =
	Domestication		Dissolution/Withdrawal		II: 26
	Other		Merger		>
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3	OTHER FILINGS	調整	REGISTRATION/		
_	Annual Report	*拉萨地。	Foreign		CK68/21
_	Fictitious Name		Limited Partnership	-	012
_	Name Reservation		Reinstatement	-	
			Trademark	1	
			Other	1	
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Examiner's Initials

CR2E031(1/95)

ARTICLES OF AMENDMENT

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ARTICLES OF INCORPORATION

BELL HOLDINGS FINT ! Carporation

(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 anicle number(s) being amended, added or deleted)

VII. - DELETE THE FOLLOWING DIRECTOR / STOCKHOLDER:

Maurice Lopes Vice President 2905 N.R. 190th Street, #207_ AVENTURA, FLORIDA 23180 591-67-3234



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:

FOURTH: Adoption of Amendment(s) (checkone) The amendment(s) was/were approved by the shareholders. The number of yotes 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 woring 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 day of MAY 19 97 Signature Cast Cast Cast Cast Cast Cast Cast Cast	THIE	D: The date of each amendment's adoption: MAY 1, 1997				
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 day of MAY 19 97 Signature Care Color Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By an incorporator if adopted by the incorporators) LEANDLO LEIN Typed or printed name	FOU	RTH: Adoption of Amendment(s) (checkons)				
The following statement must be separately provided for each woting 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 day of MAY , 19 97 Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer is adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) LEANDED KLEIN Typed or printed name	回	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.				
"The number of votes cast for the amendment(s) was/were sufficient for approval by		The amendment(s) was/were approved by the shareholders through voting groups.				
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		The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):				
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 day of	approval by					
Signed this day of (By the Chairman of the Board of Directors, President or other officer if adopted by the directors) (By an incorporator if adopted by the incorporators) LEANDRO KLEIN Typed or printed name		(Agriff Bromb)				
Signed this day of MAY		The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.				
Signature Caca Company of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) LEANDRO KLEIN Typed or printed name		The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.				
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) LEANDRO KLEIN Typed or printed name		Signed this 1 day of MAY, 19 97.				
100		(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) LEAMDRO KLEIN Typed or printed name				