

LAW OFFICE OF  
**ACELO I. PEDROSO**  
ATTORNEY AND COUNSELOR AT LAW

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(305) 381-1006  
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June 3, 1997

Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

600002223716--2  
-06/26/97--01049--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Amendment Articles of Incorporation Entertainment  
& Sol Brazil**

Dear Madam or Sir:

I am herewith enclosing Articles of Amendment to the above-referenced corporations with two separate checks for the corresponding filing fees.

Please direct any inquiry to this office if there is any problem.

Sincerely,

  
Acelo I. Pedrosa

AIP/lr

enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL 11 PM 3:08

APPROVED  
AND  
FILED



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

July 2, 1997

**ACELO I. PEDROSO**  
**169 EAST FLAGLER STREET**  
**SUITE 1527**  
**MIAMI, FL 33131**

**SUBJECT: SOL BRASIL DISTRIBUTORS INC.**  
**Ref. Number: P96000088985**

We have received your document for SOL BRASIL DISTRIBUTORS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

**Carol Mustain**  
**Corporate Specialist**

**Letter Number: 597A00034668**

**ARTICLES OF AMENDMENT**  
- of -  
**Sol Brasil Distributors, Inc.**

Pursuant to Florida Statutes Section 607.187, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

**ARTICLE VII**  
**OFFICERS and DIRECTORS**

The name and address of the new registered agent of this corporation is:

Cristina M. Fernandes  
9444 S.W. 140th Ct.  
Miami, Florida 33186

**ARTICLE IX**  
**OFFICERS and DIRECTORS**

The name and address of the new officer and director of this corporation is:

**President/Vice-President/ Secretary/Director**

Cristina M. Fernandes  
9444 S.W. 140th Ct.  
Miami, Florida 33186

**ARTICLE X**  
**STOCKHOLDER**

The name and address of the new sole stockholder, by virtue of a written transfer of stock, is:

Cristina M. Fernandes  
9444 S.W. 140th Ct.  
Miami, Florida 33186

The foregoing amendment was adopted by the affirmative vote of the incorporators and initial shareholders, Roberto C. Negrao and Christina M. Fernandes, in accordance with Florida Statutes Section 607.181(1) and (2) on April 3, 1997 when the incorporator and initial shareholder transferred all stock (500 initial shares) in the corporation to Christina M. Fernandes.

**IN WITNESS WHEREOF**, we the undersigned have hereunto executed these

APPROVED  
AND  
FILED  
7 JUL 11 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment at Miami, Dade County, Florida, this 4<sup>th</sup> day of April, 1997.

By Roberto C. Negrao  
Roberto C. Negrao

Corporate Seal

By Christina M. Fernandes  
Christina M. Fernandes

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

On this day personally appeared before me, the undersigned authority duly authorized to administer oaths, the above-named parties, Roberto C. Negrao, Incorporator and Christina M. Fernandes, who being duly sworn and who produced FLAR-UNC-N160-723-66-20928 identification, depose and state that they have read the foregoing Articles of Amendment of the Articles of Incorporation of Sol Brasil Distributors, Inc., and that the statements contained therein are true and correct.

SWORN TO AND SIGNED before me this 4<sup>th</sup> day of April, 1997.

Gloria Doyharzaabal Martinez  
NOTARY-PUBLIC - STATE OF FLORIDA  
GLORIA DOYHARZABAL MARTINEZ  
Print Name  
My Commission Expires:

GLORIA DOYHARZABAL MARTINEZ



COMMISSION # CC 528457  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC

Presented by Acelo I. Pedroso, Attorney at Law  
Florida Bar No.: 915815  
169 East Flagler Street, Suite 1527  
Miami, Florida 33131

**ADDENDUM TO ARTICLES OF AMENDMENT FOR SOL BRASIL DISTRIBUTORS, INC.**

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**Sol Brasil Distributors, Inc., in accordance with the Articles of Amendment, filed with the Secretary of State under referenced number P96000068985, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Christina M. Fernandes, 9444 S.W. 140th Court, Miami, Florida 33186 as its agent to accept service of process within this State.**

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Christina M. Fernandes  
Christina M. Fernandes  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

27 JUL 11 PM 3:08

APPROVED  
AND  
FILED