

P96000100951



ACCOUNT NO. : 072100000032

REFERENCE : 823478 7137422

AUTHORIZATION :

Patricia Puyot

COST LIMIT : \$ 35.000

ORDER DATE: May 18, 1998

ORDER TIME : 8:50 AM

700002528537--3

ORDER NO. : 823478-005

CUSTOMER NO: 7137422

CUSTOMER: Mr. Raul A. De La Campa
Raul A. De La Campa, C.p.a.,
444 Brickell Avenue
Suite 51-430
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: AQUARIUS PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

Off. Resign
6-9-98

FILED
98 MAY 19 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 19 AM 9:45
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 19, 1998

CSC

TALLAHASSEE, FL

SUBJECT: AQUARIUS PRODUCTIONS, INC.
Ref. Number: P96000100951

We have received your document for AQUARIUS PRODUCTIONS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You may use our form to resign as President or any other officer. However, there are no provisions in the Florida statutes for resigning as Incorporator or Subscriber.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 998A00027857

RESUBMIT
please give original
submission date as file date.

RECEIVED
98 JUN -8 PM 2:36
DIVISION OF CORPORATION

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION


FILED
98 MAY 19 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Ana Maza, hereby resign as President/Director
(Title)

of AQUARIUS PRODUCTIONS, INC.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

That the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE

BOARD OF DIRECTORS

OF

AQUARIUS PRODUCTIONS, INC.

WE, the undersigned, being all of the Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting : 16311 S.W. 81st Place

Date of Meeting : April 23, 1998

Time of Meeting : 7:00 P.M.

Purpose of Meeting : Resignation of President

Dated: APRIL 22, 1998



Director

Director

Director

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF

AQUARIUS PRODUCTIONS, INC.

A special meeting of the Board of Directors of the above captioned Corporation was held on the date, time, and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

All of the members of the Board of Directors being present, the meeting was called to order by the President. The President then tendered her resignation, affixed hereto, and transferred all shares held by her to Yves La Chapelle, residing at 3116 Gifford Lane, Miami, Florida. She noted that the Subchapter S Status of the Corporation would not be jeopardized as the substituting shareholder meets all the requirements for qualification. Upon motion duly made, seconded, and unanimously carried, it was

RESOLVED, that the Corporation accept the resignation of Ana Maza.

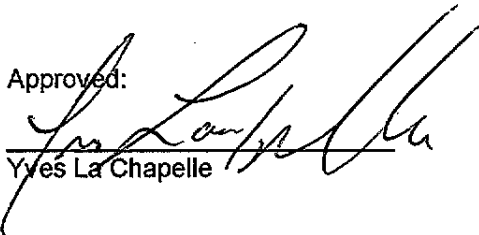
RESOLVED, that the Corporation accept the appointment of Yves La Chapelle, in the name, place and stead of Ana Maza and in the exercise of all duties as sole shareholder and President.

RESOLVED, that Yves La Chapelle is hereby authorized and directed to take any and all steps necessary to comply with all requirements imposed by Internal Revenue Service to obtain the election.

There being no further business to come before the meeting, upon motion duly made, seconded, and unanimously carried, the same was adjourned.



Ana Maza

Approved:


Yves La Chapelle