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Nel Adler
 Requestor's Name
 444 Brickell Ave. # 400
 Address
 Miami FL 33131
 City/State/Zip Phone #

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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

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

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 TALLAHASSEE, FLORIDA

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Examiner's Initials	
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF

BRICKELL HOLDINGS 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:

1. To amend Article II: PRINCIPAL OFFICE as follows:

The principal place of business and mailing address of the corporation is
444 Brickell Ave , Ste. 400, Miami, Florida 33131-2522

2. To amend Article IV: INITIAL REGISTERED AGENT AND ADDRESS as follows:

The name and address of the registered agent is Russell B. Adler,
Esq., 444 Brickell Ave., Ste. 400, Miami, Florida 33131-2522

3. To amend Article VI: BOARD OF DIRECTORS as follows:
The name and address of each member of the Board of Directors of the corporation is :

President, Director: Edward Terry Jaramillo

Treasurer, Director: Russell Adler

Secretary: Renee Adler

SECOND: The date of each amendment's adoption: December 18, 1996.

THIRD: Adoption of Amendment(s) :

XX The amendment(s) were approved by the shareholders. The number of votes cast for the amendment(s) were sufficient for approval.

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Signed this day 18th of December, 1996.

Signature 

Title President

By: Russell Adler
Print name