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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

1. SOUTH FLORIDA LENDING CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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

AMENDMENTS	
<input checked="" 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

FILED
02 APR 30 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/30/02
Amend
of

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
02 APR 30 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH FLORIDA LENDING CORPORATION

(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 article number (s) being amended, added or deleted).
- Article V :** This article is being amended by deleting one Director ;
Raquel Filgueiras resigns as Director, President, Secretary and
Resident Agent. of South Florida Lending Corporation.
This article is also amended by adding a new Director,
Oscar Rios residing at 9755 S.W. 166th Terrace. Miami, Fl.
is elected President, Secretary, Treasurer and Resident Agent.

- Article III:** This article is being amended by assigning capital stock;
Raquel Filgueiras assigns (1,000) shares of capital stock or
100 % of her capital to Oscar Rios.

Oscar Rios was elected President, Secretary, Treasurer and
Resident Agent with (1,000) or 100 % of capital stock issued,
also Pedro Fraginas was elected Principal Broker with (0)
shares of capital stock.

South Florida Lending Corporation
10899 Sunset Drive. Suite 202
Miami, Fl. 33173

- Second:** The date of each
amendment's adoption:
December 31st, 2001

- Third:** Adoption of Amendment (s) (check one)

- XXXX** The amendment (s) was/were adopted by the incorporators
without shareholder action and shareholder action was not
require.

(Continued)

(Continued)

The amendment (s) was/were adopted the board of directors without shareholder action and shareholder action was not require.

The amendments(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)

Sign this 31st day of December, 2001

By : 

(Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

Raquel Filgueiras

(Typed or print name)


Incorporator

Director

(Title)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Having been named as registered agent and to accept service of Process for the above stated corporation at the place designated in the Articles of Incorporation. I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the petitions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



REGISTERED AGENT