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LAW OFFICES
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April 29, 1997

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*****35.00 *****35.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: South Florida Realty and Investments, Inc.

Dear Sir or Madam:

Enclosed you will please find an original and one (1) copy of the Articles of Amendment for South Florida Realty and Investments, Inc. A check in the amount of \$35.00 is enclosed for the filing fee. Please stamp my copy and mail it back to this office.

For your convenience, I have enclosed a self addressed stamped envelope.

If there are any questions please call Tony at 305-893-8989. Thank you.

Sincerely,



Tony Pornprinya

PTP/fc

SH 5/12

FILED
97 MAY -5 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
SOUTH FLORIDA REALTY AND INVESTMENTS, INC.

FILED
97 MAY -5 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1001 et seq. of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: South Florida Realty and Investments, Inc.
2. The following amendment to the Articles of Incorporation was adopted by the Board of Directors of the corporation on April 4, 1997 in the manner prescribed by the Florida Business Corporation Act:

"Article VIII: Initial Board of Directors to serve as the initial directors is hereby amended to:
Lea Baruch-Coto
4014 Chase Avenue, Suite 220
Miami, Florida 33141"

3. The aforementioned amendment was adopted by the Board of Directors of South Florida Realty and Investments, Inc., on April 23, 1997.
4. The sole shareholder of South Florida Realty and Investments, Inc., is Lea Baruch-Coto who has indicated her approval to the amendment.

IN WITNESS WHEREOF, I, LEA BARUCH-COTO, President/Secretary of the Board of Directors and the sole shareholder of South Florida Realty and Investments, Inc., have signed these Articles of Amendment on this 23 day of April, 1997, and acknowledge the same to be my act.

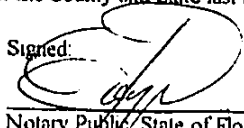

LEA BARUCH-COTO

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments appeared LEA BARUCH-COTO as president/secretary of South Florida Realty and Investments, Inc., who is personally known to me or who has produced _____ as identification and who (did not) take an oath to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he/she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of April 1997.

Signed:


Notary Public, State of Florida
My Commission Expires:

