

12:22 PM

P9 7000038942
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: PHARAOH CORP.

AUDIT NUMBER.....H97000010475

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

Amendment
7-1-97
DC

12:22 PM

PUBLIC ACCESS SYSTEM
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((H97000010475 6)))

O: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

ROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: PHARAOH CORP.

AUDIT NUMBER.....H97000010475

DOC TYPE.....BASIC AMENDMENT

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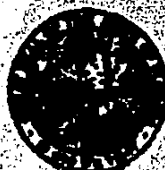
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 26, 1997

PHARAOH CORP.
7835 NW 15TH STREET
MIAMI, FL 33126SUBJECT: PHARAOH CORP.
REF: P97000038942

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please list the name and address of the new registered agent signing the amendment document as registered agent.

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 (904) 487-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H97000010475
Letter Number: 897A00033812

497000010475

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PHARAOH CORP.

FILED
97 JUL -1 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST : The following shall be the new Officers and Directors the aforementioned corporation:

President/Secretary/Director: Maria Del Carmen Coca
7835 N.W. 15 St.
Miami, FL 33126

Vice President/Treasurer/Director: Charles A. Menendez
7835 N.W. 15 St.
Miami, FL 33126

SECOND : The date of the Amendment's adoption was June 24, 1997.

THIRD : The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Signed this June 24, 1997.

PHARAOH CORP.

Marcelo Zanardi
MARCELO ZANARDI - PRESIDENT & DIRECTOR

I hereby am familiar with the duties and responsibilities as registered agent for said corporation.

Marcelo Zanardi
By MARCELO ZANARDI
Registered Agent
7835 N.W. 15 STREET
Miami, FL 33126

Prepared by:
Leonardo A. Roth
c/o Roth, Milne & Roussio
9350 S. Dixie Hwy. PH2
Miami, FL 33156
TEL: (305) 670-9994
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