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LOCAL REPRESENTATIVE TALLAHASSEE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. QUALITY PHARMACY, inc (Corporation Name) (Document #)
2. Amend (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. 3/4/98 (Corporation Name) (Document #)

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NEW FILINGS	
Profit	W.P. Verifier
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
<input checked="" type="checkbox"/> Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

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DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

QUALITY PHARMACY, INC.

(present name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 VII: THIS ARTICLE IS BEING AMENDED BY DELETING ONE DIRECTOR, BERNARDO SOCARRAS RESIGNS AS DIRECTOR AND OFFICER OF QUALITY PHARMACY, INC. AND ALSO BY ADDING ONE DIRECTOR INOCENTE CAMALLEA IS ELECTED PRESIDENT, SECRETARY AND TREASURER OF QUALITY PHARMACY, INC.

ARTICLE I: THIS ARTICLE IS BEING AMENDED BY ASSIGNING SHARES OF CAPITAL STOCK; BERNARDO SOCARRAS ASSIGNS (300) SHARES OF COMMON STOCK TO INOCENTE CAMALLEA.

ALSO INOCENTE CAMALLEA OF 2001 S.W. 97 COURT. MIAMI, FL. 33165 IS ELECTED PRESIDENT, SECRETARY AND TREASURER WITH 100 % OF CAPITAL STOCK (300) SHARES

QUALITY PHARMACY, INC.
425 S.W. 22 AVE. SUITE 1
MIAMI, FL. 33135

SECOND: The date of each amendment's adoption: FEBRUARY 25TH, 1998

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.

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

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

(continued)

(continued)

The amendment(s) was/were approved by the shareholders through
voting groups.

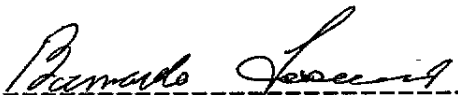
(The following statement must be separately provided for
each voting group entitled to vote separately on the
amendment(s).)

The number of votes cast for the amendment(s) was/were
sufficient for approval by

(voting group)

Sign this 25TH day of FEBRUARY, 19 98

By



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

BERNARDO SOCARRAS

(Typed or print name)

INCORPORATOR

(Title)