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6/02/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS	FAX #: (904)922-4000
FROM: FAS-T CORP. AGENTS, INC.	ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ	
PHONE: (305)599-0839	FAX #: (305)716-0346
NAME: ALFA & OMEGA ALF, CORP.	
AUDIT NUMBER.....H9700009024	
DOC TYPE.....BASIC AMENDMENT	
CERT. OF STATUS..0	PAGES..... 2
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** ENTER 'M' FOR MENU. **

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NIC Amend
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ALFA & OMEGA ALF, CORP.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 1: THE NAME OF THE CORPORATION SHALL BE:

ALPHA & OMEGA ALF, CORP.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not cancelled in the amendment itself, are as follows:

Prepared by: Arturo Godinez
P.O. BOX 173926
Miami, Fl 33017-3926
(305) 827-5527

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THIRD: The date of each amendment's adoption: 5/21/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(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"

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

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 21 of May, 19 97

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

OR
(By a director if adopted by the directors)

OR
(By an incorporator if adopted by the incorporators)

Arturo Godínez
Typed or printed name

President
Title

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