

Division of Corporations

P97000045505

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Fax Number : (305) 596-3355

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BASIC AMENDMENT

GOLD, CASH AND DIAMONDS CORPORATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 1999

GOLD, CASH AND DIAMONDS CORPORATION
4328 SW 8TH STREET
MIAMI, FL 33129

SUBJECT: GOLD, CASH AND DIAMONDS CORPORATION
REF: P97000045505

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Darlene Connell
Corporate Specialist

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DREW SHERIDAN

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May 14, 1999

GOLD, CASH AND DIAMONDS CORPORATION
4328 SW 8TH STREET
MIAMI, FL 33129

SUBJECT: GOLD, CASH AND DIAMONDS CORPORATION
REF: P97000045505

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.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6880.

Karen Gibson

FAX Aud. #: H99000011573

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

GOLD, CASH AND DIAMONDS CORPORATION

(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)*
The officers and directors of the corporation are as follows:

FRED TROIKE	President/Director 4328-4330 SW 8th Street Miami, FL 33134
JOHN H. MANASA	Secretary/Treasurer/Director 4328-4330 SW 8th Street Miami, FL 33134

The principal office of the corporation is located at
4328-4330 S.W. 8th Street Miami, Florida 33134

The registered office of the corporation is at:
4328-4330 S.W. 8th Street Miami, Florida 33134

The name of the registered agent at that address is:
FRED TROIKE

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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 contained in the amendment itself, are as follows:

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These Articles Prepared by:
Drew S. Sheridan
Attorney at Law
7765 S.W. 87th Avenue Suite 102
Miami, Florida 33173
Florida Bar No. 240631
Tel. (305) 598-3368

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THIRD: The date of each amendment's adoption: May 6, 1999.

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.

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

Signed this 6 day of May, 19 99.

Signature Fred Troike Fred Troike

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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Fred Troike

Typed or printed name

Title

These Articles Prepared by:
Drew S. Sheridan
Attorney at Law
7765 S.W. 87th Avenue Suite 102
Miami, Florida 33173
Florida Bar No. 240631
Tel. (305) 596-3368

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**RESOLUTIONS AND MINUTES OF MEETING OF SHAREHOLDERS
AND DIRECTORS OF GOLD, CASH AND DIAMONDS CORPORATION**

The shareholders and directors of GOLD, CASH AND DIAMONDS CORPORATION, held a meeting on May 6, 1999

I VALERIE L. FREM as President and Secretary of GOLD, CASH AND DIAMONDS CORPORATION, a Florida corporation duly organized and existing under the laws of the State of Florida do hereby certify that a meeting of the directors and shareholders of GOLD, CASH AND DIAMONDS CORPORATION was held on May 6, 1999 at which all directors and shareholders were present and voted, and the following Resolution was adopted:

A motion was made, seconded and carried, it was

RESOLVED AND ORDERED that VALERIE L. FREM be hereby authorized and directed to do whatever may be necessary and appropriate to transfer all shares of stock and the assets of the business of the corporation and is hereby authorized and directed to execute in the name and on behalf of GOLD, CASH AND DIAMONDS CORPORATION, any and all documents necessary or proper to carry into effect this Resolution.

VALERIE L. FREM tendered her resignation as president and director and from all other offices and positions with the corporation effective on May 6, 1999.

The following persons were nominated and unanimously elected to the following offices of the Corporation effective May 6, 1999.

Name	Office
FRED TROIKE	President
JOHN H. MANASA	Secretary/Treasurer

There being no further business of the Corporation or the Shareholders requiring consideration;

On motion duly made, seconded and carried, the meeting was adjourned.

The undersigned further certifies:

That the foregoing resolution is the act of the Board of Directors and all Shareholders of GOLD, CASH AND DIAMONDS CORPORATION,

That the Meeting at which foregoing Resolution was adopted was regularly called and in accordance with the Charter and By-Laws of GOLD, CASH AND DIAMONDS CORPORATION.

That this Resolution is in compliance with Florida Statute 607 and that the property transferred, as an asset of GOLD, CASH AND DIAMONDS CORPORATION, is not necessary to the continued existence of the corporation.

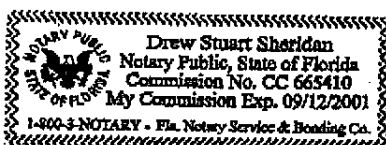
GOLD, CASH AND DIAMONDS CORPORATION,

(Corporate Seal)


VALERIE L. FREM

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, this day personally appeared VALERIE L. FREM, who, being duly sworn, executed the foregoing Resolution and stated that the contents thereof are true and correct, that she holds appropriate offices of GOLD, CASH AND DIAMONDS CORPORATION, and this Document is executed for the purposes herein expressed.




NOTARY PUBLIC

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