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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

300002720093--7

-12/23/98--01006--027

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

OFFICE USE ONLY

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

1. ESCOLA O.S.D., INC. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

98 DEC 23 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

☒ Walk in ☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	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

12-23-98

Examiner's Initials

CC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to Section 607.187(1), Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the corporation is: ESCALA U.S.A., INC.

SECOND

The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

1. DANIEL LIBOVICH AND ANTONIETA ABREU DE LIBOVICH
RESIGN AS PRESIDENT AND VICE-PRESIDENT RESPECTIVELY
2. THE NEW DIRECTORS + OFFICERS WILL BE AS FOLLOWS:
SUSANA MAWAD - PRESIDENT + TREASURER
VANESSA K. MAWAD - VICE PRESIDENT + SECRETARY
OTHER DIRECTORS: ANTOINE FRANGIE AND MARIA CARMEN MARTINEZ

THIRD

SEE ATTACHED
The amendment(s) was (were) adopted by the shareholders of the corporation on the
1 day of JUNE 19 98.

ESCALA U.S.A., INC.

Corporation Name

By X Susana Mawad
President or Vice President Susana mawad

By X Vanessa Mawad
Secretary or Asst. Secretary
Vanessa mawad

STATE OF _____

COUNTY OF _____

Before me, the undersigned authority, personally appeared _____
to me well known to be the person(s) who executed the foregoing articles of amendment
to the articles of incorporation and acknowledged before me, according to law, that he
made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of
_____, 19 ____.

Notary Public

My Commission Expires:

(SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS
OF
ESCALA U.S.A. INC.**

The undersigned being all of the members of the Board of Directors of ESCALA U.S.A. INC., a Florida corporation (the "Corporation"), after due discussion and consideration, hereby consent to the adoption of the following resolutions as of June 1, 1998, as and for the action of the Board of Directors without a meeting, in accordance with Section 607.0821 Florida Statutes:

RESOLVED, that the Corporation hereby accepts the resignations of Daniel Libovich and Antonieta Abreu de Libovich, as President and Vice President of the Corporation, respectively. Notwithstanding their resignations from the foregoing offices, Daniel Libovich and Antonieta Abreu de Libovich will continue their employment with the Corporation.

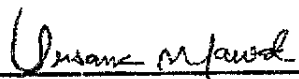
RESOLVED, that the following persons are hereby appointed to the offices of the Corporation set forth opposite their respective names, with authority to execute any and all documents on behalf of the Corporation, each to hold office at the pleasure of the Board of Directors and to serve until the next annual meeting of the directors or until their respective successors are elected:

Susana Mawad
Vanessa K. Mawad

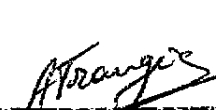
President & Treasurer
Vice President & Secretary

IN FURTHERANCE THEREOF, the undersigned have executed this consent as of the 1st day of June, 1998.

DIRECTORS:

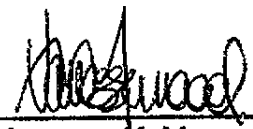


Susana Mawad

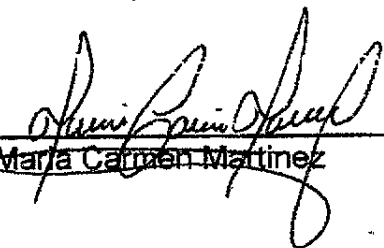


Antoine Frangie.

DIRECTORS:



Vanessa K. Mawad



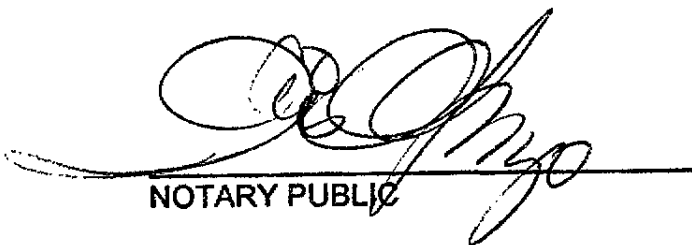
Maria Carmen Martinez



Resolution of the Board of Directors
Escala U.S.A. Inc.
June 1, 1998
Page 2

STATE OF FLORIDA }
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 1st day of June, 1998, by Susana Mawad, Antoine Frangie, Vanessa Mawad and Maria Carmen Martinez, who are personally known to me/who have produced _____ as identification and who did/did not take an oath.



NOTARY PUBLIC

IBIS T. ALONZO
COMMISSION # CC 544622
EXPIRES APR 02, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

