

P97000057034



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 262374 6594A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 35.00

99 JUN -4 AM 11:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 3, 1999

ORDER TIME : 5:50 PM

ORDER NO. : 262374-005

CUSTOMER NO: 6594A

CUSTOMER: Donald J. Kahn, Esq
Green Kahn & Piotrkowski, Pa
317 71st Street

100002894811--4

Miami Beach, FL 33141

DOMESTIC AMENDMENT FILING

NAME: FLAMINGO ESTATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

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TALLAHASSEE, FLORIDA

C. COULLETTE JUN 04 1999

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FLAMINGO ESTATES, INC.

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: Article VI – Directors: is amended to read:

Mr. Ronald Geweniger as Director
c/o Old World Ltd.
1301 West 22nd Street, Suite 308
Oak Brook, IL 60523

Mr. Gerhardt Bechtoldt as Director
3619 Flamingo Drive
Miami Beach, FL 33140

Article VII – Officers is amended to read:

Mr. Ronald Geweniger as President
c/o Old World Ltd.
1301 West 22nd Street, Suite 308
Oak Brook, IL 60523.

Mr. Gerhardt Bechtoldt as Vice President
3619 Flamingo Drive
Miami Beach, FL 33140

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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: NOT APPLICABLE.

THIRD: The date of each amendment's adoption: May 7, 1999.

FOURTH: Adoption of Amendment: The amendment was adopted and approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 15th day of June, 1999.

Signature: _____

Gerhard Bechtoldt, as Chairman

CORPORATE MINUTES

At a meeting of the corporation, Flamingo Estates, Inc., held on May 7th, 1999 in the City of Miami Beach, County of Miami Dade, State of Florida, all Officers, Directors and Shareholders were present and Gerhard Bechtoldt, as President of the corporation, was Chairman of the meeting.

Upon motion duly made and seconded the following corporate resolution and amendment was unanimously approved and adopted by all present:

"BE IT RESOLVED that the Articles of Incorporation of Flamingo Estates, Inc., be amended to provide that the new President and Director of the corporation shall be Mr. Ronald Geweniger of c/o Old World Ltd., 1301 West 22nd Street, Suite 308, Oak Brook, IL 60523, effective immediately and Gerhard Bechtoldt shall assume the duties and responsibilities of the office of Vice President and Director."

Pursuant to the amendment Gerhard Bechtoldt tendered his resignation as President of the corporation which resignation was accepted by the Secretary.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

Dated this 7th day of May, 1999.

Secretary