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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-04/22/98--01030--020

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

OFFICE USE ONLY

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

1. THE ELEGANT FANTASY CORP.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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DIVISION OF CORPORATIONS
98 APR 22 PM 2:16

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amended
58
4/22/98

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DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

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THE ELEGANT FANTASY CORP.

(present name)

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. JUAN A JIMENEZ RESIGNS AS OFFICER AND DIRECTOR.

ARTICLE X: THIS ARTICLE IS BEING AMENDED BY ASSIGNING CAPITAL STOCK; JUAN A. JIMENEZ SANCHEZ ASSIGNS (150) SHARES OF CAPITAL STOCK TO MILAGROS PERAZA.

MILAGROS PERAZA WAS ELECTED PRESIDENT, SECRETARY AND TREASURER WITH (300) SHARES OF CAPITAL STOCK, OR 100 % OF CORPORATE CAPITAL STOCK.

THE ELEGANT FANTASY CORP.
3709 N.W. 7 ST.
CENTRAL PLAZA
MIAMI, FL. 33126

SECOND: The date of each amendment's adoption: APRIL 16TH, 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 16TH day of APRIL, 19 98

By

Milagros Peraza

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

MILAGROS PERAZA

(Typed or print name)

INCORPORATOR

(Title)