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To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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2001 AUG -8 AM 10:41

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BASIC AMENDMENT

ACOSTA PETROLEUM COMPANY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amendment
8/8/01

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACOSTA PETROLEUM COMPANY, INC.**

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)

" SEE ATTACHED "

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:

THIRD: The date of each amendment's adoption: JULY 26th, 2001

FOURTH: Adoption of Amendment(s) (check one)

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

 X 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 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 statements 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:

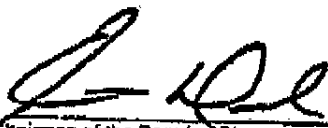
(voting group)

**PREPARED BY: QUALITY ACCOUNTING & GENERAL SERVICES CORP.
6555 N.W. 36th STREET, SUITE 328
VIRGINIA GARDEN'S, FL 33166-6975
(305) 878-9670**

(continued)

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Signed this 26th day of JULY, 2001

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

OR

(A director or incorporator if adopted by the directors or incorporators)

ERIC DISLA

(Typed or printed name)

PRESIDENT/ DIRECTOR / CHAIRMAN

(Title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DATE: 8/2/01

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF:

ACOSTA PETROLEUM COMPANY, INC.

AMENDMENT(S) ADOPTED:

ARTICLES VII - DIRECTORS

DELETE OLD PRESIDENT / DIRECTOR - FRANK A. GOMEZ

ADD NEW PRESIDENT / DIRECTOR - ERIC DISLA

The name and address of the register agent is:

ERIC DISLA
1074 NW 184th Way
PEMBROKE PINES, FL 33029

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