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LAW OFFICE
GEORGE DIAZ, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
SUNSET OAKS BUILDING, SUITE 119
9260 SUNSET DRIVE
MIAMI, FLORIDA 33173
TELEPHONE (305) 279-3231
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GEORGE DIAZ
SOLOMON E GROSS

March 25, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002472300--9
-03/30/98-01085-007
*****70.00 *****70.00
35.07

RE: CORPORATION FILINGS

Dear Sir or Madame:

Please find enclosed herewith the following:

1) Articles of Second Amendment to the Articles of Incorporation of Advanced Profit Systems, Inc., and a Statement of Change of Registered Office and Registered Agent for said corporation, with accompanying \$70.00 filing fee check.

Kindly file the above documents and return date stamped copies of same to us in the enclosed self-addressed stamped envelope.

Should you have any questions regarding this matter, please feel free to call me.

Sincerely,


George Diaz

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Encls.
george\div-corp.001

FILED
98 MAR 30 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 4/2

ADVANCED PROFIT SYSTEMS, INC.

FILED
98 MAR 30 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Advanced
operation")

RESOLVED, that Richard Viscasillas shall resign from his position as a member of the Board of Directors of the Corporation. The remaining director of the Corporation, who shall serve until his successor is duly elected, is:

George Diaz 9260 Sunset Drive, Suite 119
 Miami, Florida 33173

WHEREOF, the undersigned, being the sole Director of the Corporation, has executed this Articles of Second Amendment to the Articles of Incorporation of the Corporation this 25th day of March, 1998.

By: George Diaz
Name: George Diaz
Title: Sole Director

COUNTY OF BROWARD

I hereby certify that the foregoing instrument was acknowledged before me this 25th day of March, 1998 by George Diaz of Advanced Profit Systems, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced driver's license as identification and did not take an oath.

~~NOTARY PUBLIC~~

My commission expires:



SOLOMON GROSS
My Commission CC463596
Expires May. 14, 1999
Bonded by HAI
800-422-1555