

P97000084759

Requester's Name

PORT & EXPORT, INC.
(305)828-2266
6065 N.W. 167 ST.-BAY B-11
MIAMI, FL. 33015
City/State/Zip

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

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS

- Profit
- Not for Profit
- 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

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

P97000084759
APD Amend
11-20-00

Examiner's Initials

**AMENDMENT TO THE ARTICLES OF INCORPORATION OF
KARELA KIDS INC., a Florida Corporation**

The following constitutes an Amendment to the Articles of Incorporation of KARELA KIDS INC., a Florida Corporation (Document Number P97000084759):

FIRST: Article VII of said Articles shall henceforth read as follows:

The post office address of the principal office of the Corporation in the State of Florida is 2740 Oakbrook Lane, Weston, Florida 33332-3407 and the mailing address is the same.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered Agent shall be BEN DIMITRI at 2740 Oakbrook Lane, Weston, Florida 33332-3407.

SECOND: Article IX of said Articles shall henceforth read as follows:

The names and post office addresses of the members of the first Board of Directors and the slate of corporate officers are as follows:

TITLE	NAME	ADDRESS
President:	Ben DiMitri	2740 Oakbrook Lane
Secretary:	Ben DiMitri	Weston, Florida 33332-3407
Treasurer:	Ben DiMitri	

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THIRD: Article X of said Articles shall henceforth read as follows:

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares that they agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
Ben DiMitri	2740 Oakbrook Lane Weston, Florida 33332-3407	100

This Instrument Prepared By:

Lea A. Salama DiMitri, Attorney
888 S.E. Third Avenue, Suite 400
Fort Lauderdale, Florida 33316
Telephone: (954)524-8888
Fax: (954)962-1127
Florida Bar Number: 0059935

FOURTH: The Registered Agent/Registered Office provision of said Articles shall henceforth read as follows:

The registered office of this Corporation shall be located at 2740 Oakbrook Lane, Weston, Florida 33332-3407. The name and address of the registered agent of the corporation is Ben DiMitre, 2740 Oakbrook Lane, Weston, Florida 33332-3407.

Having been named as registered agent and to accept service of process for the above stated Corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

FIFTH: The President of the corporation is authorized to file said Amendments with the office of Secretary of State of Florida.

SIXTH: All other Articles of said corporation shall remain the same.

SEVENTH: The Amendment was adopted by the shareholders of the corporation on _____ day of _____, 2000.

KARELA KIDS INC.,
a Florida Corporation

By: [Signature]
Ben DiMitre, President

By: [Signature]
Ben DiMitre, Registered Agent

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STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared Ben DiMitre, in his capacity as President of Karela Kids Inc., a Florida corporation, to me well known to be the person 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.

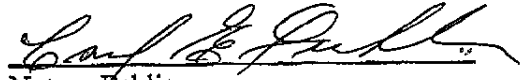
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14 day of NOVEMBER, 2000.

FROM : LARRY J. BEHAR, P. A.

PHONE NO. : 954 524 0088

Nov. 02 2000 10:28AM P4

NOTARY PUBLIC - STATE OF FLORIDA
CARL E. FRANKLIN
COMMISSION # CC867680
EXPIRES 8/17/2003
BONDED THRU ASA 1-888-NOTARY1



Notary Public
STATE OF FLORIDA AT LARGE

Please Print: _____

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