

P97000090280

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

BASIC AMENDMENT

YUPI INTERNET INC.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment

2/23/99 3:55 PM

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305 541 3770 P.01/03

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 DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 24, 1999

YUPI INTERNET INC.
10211 W SAMPLE RD
STE 114
CORAL SPGS, FL 33065US

SUBJECT: YUPI INTERNET INC.
REF: P97000090280

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000004463
Letter Number: 899A00008548

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

499000004463

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
YUPI INTERNET INC.

Pursuant to the provisions of Section 607.1006 Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

First: Article VII is hereby repealed and replaced as follows:
Article VII


The corporation shall have at least four Directors and no more than 10. The Board of Directors shall be:

Camilo Cruz, 10386 NW 62nd Drive, Parkland, FL 33076
Carlos Cardona, 584 NW 135th Terrace, Plantation, FL 33025
Oscar Coën, 1688 West Avenue, PH-1, Miami Beach, FL 33139
Ariel Bentata, 3255 NE 184th Street, Apt. 12403, Aventura, FL 33160

Second: All of the Amendments were approved by a majority of the shareholders on February 15, 1999. The number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the majority shareholders have set their hands and seal, and caused these Articles of Amendment to be executed this 15th day of February, 1999.


Camilo Cruz, President, Director


Carlos Cardona, Vice President, Director

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

Document prepared by:
Leonardo F. Brito, Esq.
1001 Brickell Bay Drive
Suite 3000
Miami, Florida 33131
Florida Bar No. 0615730
(305) 373-5411

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TALLAHASSEE, FLORIDA

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The foregoing instrument was sworn to and acknowledged before me this 15th day of February, 1999 by Camilo Cruz and Carlos Cardona as majority shareholders of Yupi Internet, Inc., a Florida corporation, on behalf of the corporation, known to me to be the person(s) described herein and who executed the foregoing Amendment for the purposes therein stated, and who are personally known to me.



NOTARY PUBLIC, STATE OF FLORIDA

98-1019\Articles of Amendment 1-15



HORTENSIA RODRIGUEZ DEL REY
MY COMMISSION # 00441192 EXPIRES
March 8, 1999
BONDED THREE THOUSAND DOLLARS, INC.

H99000004463