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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

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LOCAL REPRESENTATIVE TALLAHASSEE

900002885839--8

-05/25/99--01068--022

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

OFFICE USE ONLY

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

Amended

1. PAGANI INVESTMENT GROUP, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input 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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ADP
5/25/99

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PAGANI INVESTMENT GROUP, INC.**

FILED
99 MAY 25 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following article of amendment to its article of incorporation.

FIRST

ARTICLE I: CORPORATION NAME

PAGANI INVESTMENT GROUP, INC.

ARTICLE II: PRINCIPAL OFFICE

THE NEW PRINCIPAL ADDRESS SHALL BE: 9140 S.W. 156 CT.
MIAMI, FL. 33196

THE NEW MAILING ADDRESS SHALL BE: 9140 S.W. 156 CT.
MIAMI, FL. 33196

ARTICLE IV: REGISTERED AGENT

A) DELETE OLD REGISTERED AGENT

AURA I. LOPEZ
9140 s.w. 156 CT.
MIAMI, FL. 33155

B) ADD NEW REGISTERED AGENT

GILMA GIRALDO
6326 S.W. 26 STREET
MIAMI, FL. 33155

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ARTICLE VI: DIRECTORS

DELETE THE NAME AND ADDRESS OF THE OLD PRESIDENT/SECRETARY:

AURA I. LOPEZ
9140 S.W. 156 Ct.
Miami, Fl. 33196

THE NAME AND ADDRESS OF THE NEW PRESIDENT SHALL BE:
V-PRESIDENT/SECRETARY

GILMA GIRALDO
6326 S.W. 26 STREET
MIAMI FL. 33155

SECOND:

THE DATE OF EACH AMENDMENT'S ADOPTION IS MAY 11, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD:

THE AMENDMENTS WERE APPROVED BY THE SHAREHOLDER. THE NUMBER OF VOTES CAST FOR THE AMENDMENTS WERE SUFFICIENT FOR APPROVAL.

SIGNED THIS 11 OF MAY, 1999.

BY

(Chairman or Vice President of the Board of Directors,
President or other officer if adopted by the shareholder)
Or (A Director or Incorporator if adopted by the Directors or Incorporators)

President Gilma Giraldo
Type or Printed Name
President.
Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICES OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APOINTMENT 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.

SIGNED:

GILMA GIRALDO

DATE:

05/11/99