

ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL. & T.C.)
IVETTE HALPHEN LEON (FL. & FED)

2450 S.W. 137TH AVENUE
SUITE 226
MIAMI, FLORIDA 33175
TEL: (305) 221-2110
FAX: (305) 221-5321

OF COUNSEL:
EDWARD W. LEVINE

P98000033495

August 13, 1998

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

000002618920-9
-08/18/98-01049-003
*****35.00 *****35.00

Re: *Adrian Industrial Enterprises, Ltd.*

Dear Ms. Harvey:

Enclosed please find the following:

- (1) Certificate of Limited Partnership of *Adrian Industrial Enterprises, Ltd.*;
- (2) check in the amount of \$150.50, made payable to the Department of State, representing your fees for processing the certificate of limited partnership;
- (3) Certificate of Officer/Director Resignation of *Frank Adrian Construction Co.*;
- (4) check in the amount of \$35.00, made payable to the Department of State, representing the resignation fee;
- (5) Articles of Amendment to Articles of Incorporation of *Frank Adrian Construction Co.*; and
- (6) check in the amount of \$35.00, made payable to the Department of State, representing the name change fee.

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DIVISION OF CORPORATIONS
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Please process these papers as quickly as possible.

Very truly yours,

Denise Gavica, Esc.

P98000033495

Name Availability	JA
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FRANK ADRIAN CONSTRUCTION CO.**

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 adopted: Article I is hereby amended as follows:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be:

ADRIAN INDUSTRIAL ENTERPRISES, INC.

SECOND: Amendment adopted: Article VII is hereby amended as follows:

**ARTICLE VII
BOARD OF DIRECTORS**

This corporation shall have one director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

ALVARO L. ADRIAN
2460 S.W. 137th Avenue
Suite 238
Miami, Florida 33175

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The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

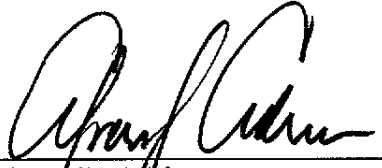
THIRD: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself are as follows:
NONE

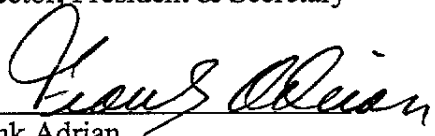
FOURTH: The date of each amendment's adoption: August 6, 1998.

FIFTH: Adoption of amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

PREPARED BY:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Alayon & Associates, P.A.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175
(305) 221-2110

Signed this 11th day of August, 1998.

By: 
Alvaro L. Adrian
Director, President & Secretary

By: 
Frank Adrian
Former Director, President & Secretary

(CORPORATE SEAL)

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