

LAW OFFICES
HAGEN & HAGEN, P.A.
ATTORNEYS AND COUNSELORS AT LAW
3531 GRIFFIN ROAD • FT. LAUDERDALE, FLORIDA 33312

MAX M. HAGEN♦♦
KEVIN L. HAGEN†♦
CRAIG R. GLASSER♦

♦ ADMITTED TO U.S. SUPREME COURT
▼ ALSO ADMITTED TO TENNESSEE BAR
† ADMITTED TO 11TH CIRCUIT COURT OF APPEALS
♦ ADMITTED TO U.S. DISTRICT COURTS FOR SOUTHERN
AND MIDDLE DISTRICTS OF FLORIDA

TELEPHONE: (954) 987-0511
TELEFACSIMILE: (954) 987-3764
www.HagenLawFirm.com

PLEASE REFER TO
OUR FILE #

4458

October 10, 2002

Amendment Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

500008428445--9
-10/17/02-01058-025
*****43.75 *****43.75

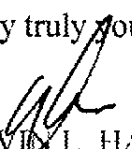
Re: Sapphire Industries, Inc.

Dear Sir or Madam:

In regard to the above corporation, enclosed please find original and one copy of the Articles of Amendment to Articles of Incorporation to amend the articles. Also enclosed is my trust account check number 15262 in the sum of \$43.75 for the filing fee required in this connection.

Please send the certified copy of the amendment to Articles of Incorporation stamped by the Secretary of State to the undersigned when completed. Thank you for your attention to this matter.

Very truly yours,


KEVIN L. HAGEN
KLH:hk
Enclosures

cc: Sapphire Industries, Inc.

Amendment
10/21/02
PC

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF

Sapphire Industries, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 OCT 17 PM 4:29

Pursuant to the provisions of §607.1006 of the Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted and modifying articles eliminating Sigalit Sustiel, as Vice President, as follows:

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

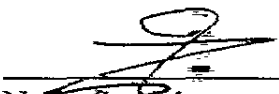
The names and addresses of the Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
Natan Sustiel	4969 S.W. 33 rd Way
President/Vice President	Hollywood, Florida 33312
Secretary/Treasurer	

SECOND: The date of the amendment's adoption is February 1st, 2002.

THIRD: These Articles of Incorporation were amended in the manner provided by law. The amendment was approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders signed a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the President/Chairman of the Board, has executed these Articles of Amendment to Articles of Incorporation this 1 day of February, 2002.

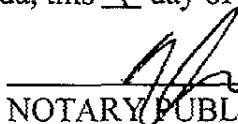


Natan Sustiel (SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me, Natan Sustiel, well known and known to me to be the individual described in, and who executed the foregoing Articles of Amendment to Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, County of Broward, State of Florida, this 1 day of February A.D., 2002.



NOTARY PUBLIC
State of Florida at Large

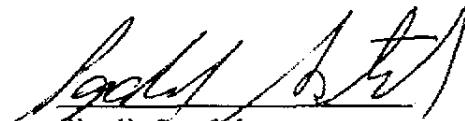
My Commission Expires:



CALL AND WAIVER OF NOTICE
OF SPECIAL MEETING OF DIRECTOR AND STOCKHOLDER OF
Sapphire Industries, Inc.

We, the undersigned, being and all of the Directors and Stockholders of the above named Corporation, hereby waive all notice of the Special Meeting of Directors and Stockholders, and consent that such meeting be held at the office of the Corporation, in the City of Hollywood, in the State of Florida, on the 1 day of February, 2002, at 10:00 A.M. for the transaction of any and all business whatsoever pertaining to the affairs of the Corporation.

Dated this 1 day of Feb., 2002.


Sigalit Sustiel


Natan Sustiel

MINUTES OF ANNUAL MEETING OF THE
DIRECTORS AND STOCKHOLDERS OF
Sapphire Industries, Inc.

The Annual Meeting of the Directors and Stockholders of this corporation was held at the office of the corporation in the City of Hollywood, Florida, on the 1 day of February, 2002, at 10:00 A.M.

Present was: Natan Sustiel and Sigalit Sustiel either in person or by proxy, constituting all of the Directors and Stockholders of the corporation.

The Secretary presented a written call and Waiver of Notice of the time and place of the meeting, and the same was ordered filed and spread at length upon the Minutes.

The President announced that Sigalit Sustiel has resigned and agreed to transfer all of her interest of the issued, authorized and outstanding stock of the corporation for consideration agreed upon between herself and Natan Sustiel. After considerable discussion of his report and upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the President and Secretary shall execute such documents as are necessary to reflect the transfer of the one hundred (100%) percent interest in the Corporation.

The President then stated that it would be in order to elect officers and directors for the coming year. The following were, upon motion made, seconded and carried, elected to serve in the capacity indicated:

Natan Sustiel President/Vice President/Secretary/Treasurer/Director

There being no further business to come before the meeting, the same was, upon motion duly made, seconded and unanimously carried, adjourned.

BY: 

Natan Sustiel, Secretary