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LAW OFFICE

Antonio E. Alonso

FIRST UNION BANK OF CORAL WAY
1699 CORAL WAY, SUITE 315
MIAMI, FLORIDA 33145

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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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*****87.50 *****43.75

FILED
99 JUL 19 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS JUL 22 1999

Examiner's Initials

**ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION
OF
BLUE AIR, INC.**

Pursuant to the provisions of Section 607.1006 the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is:

BLUE AIR, INC.

2. Amendments adopted: The new directors and officers of the corporation are as follows:

Director:	ROUFF MAUREEN RUIZ 16805 S.W. 81st Court Miami, Florida 33157
President:	ROUFF MAUREEN RUIZ 16805 S.W. 81st Court Miami, Florida 33157
Secretary:	MARIA A. WISEMAN 17199 N.W. 23rd Street Pembroke Pines, FL 33028
Treasurer:	ALEIDA MARTINEZ 5199 N.W. 7th Street Apt. No. 210 Miami, Florida 33126

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TALLAHASSEE, FLORIDA

3. The principal place of business shall be amended to read as follows:

83-03 N.W. 66th Street
Miami, Florida 33166

4. The mailing address shall be amended to read as follows:

83-03 N.W. 66th Street
Miami, Florida 33166

5. The number of shares voted in favor of such amendment was one hundred (100), and the number of shares voted against such amendment was one.

6. The amendments were adopted on the 16th day of April, 1999.

7. The amendments were duly approved by the shareholders in accordance with section 607.1006.

DATED: June 24, 1999.

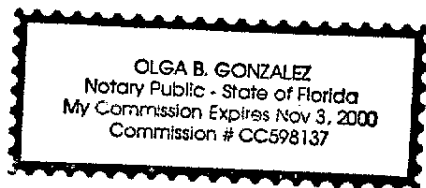
BY: Maurice Ruiz Jr.
ROUFF MAUREEN RUIZ,
as President

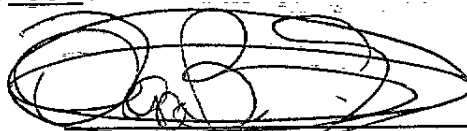
ATTEST: Maria A. Wiseman
MARIA A. WISEMAN,
as Secretary

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

BEFORE ME, the undersigned authority, personally appeared ROUFF MAUREEN RUIZ and MARIA A. WISEMAN, as President and Secretary, who are to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the use and purposes therein mentioned and set forth, that I relied upon the following form _____ of identification of the above-named persons: Valid Florida Driver's Licenses and that an oath (was) (was not) taken.

IN WITNESS WHEREOF, We have hereunto set our hands and official seal, at Miami, in the said County and State this 24th day of June, 19 99.




NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires: