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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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98 OCT -8 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. LAS Palmas International, Corp
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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-10/08/98--01034--048
*****35.00 *****35.00

4. _____
(Corporation Name) (Document #)

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- Mail out
- Will wait
- Photocopy
- Certificate of Status

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 CORPORATION

10-8-98

Examiner's Initials CC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

LAS PAMPAS INTERNATIONAL, CORP.

(present name)

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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE V: The new names and street address of the officer and directors will be as follow:

Jose Cohen as President, AND Jenny Cohen as Vicepresident both resideng at: 9061 Bay Drive, Miami Beach, Fl. 33154.

ARTICLE VI: The name and street address of the incorporates to this articles of incorporation will be as follow:

Jose Cohen AND Jenny Cohen, both residing at: 9061 Bay Dr. Miami Beach, Fl. 33154.

NOTE: The persons named: Sergio R. Gallini and Diana Rodriguez de Gallini will be deletes from the Board of Directors

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SECOND: 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:

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: ONE HUNDRED SHARES OF ONE-DOLLAR PAR VALUE COMMON STOCH. This

stocks will be distributed as follow:

Jose Cohen with the 50% AND Jenny Cohen with the 50%

THIRD: The date of each amendment's adoption: September 18th., 1998.

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18th. day of September, 19 98.

Signature x Sergio R. Gallini
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an Incorporator if adopted by the Incorporators)

Sergio R. Gallini
Typed or printed name

Director

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

DATE