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SECRETARY OF STATE FALLAHASSEE, FLORID

C. Coullistin JUL 2 1 2003

TRANSMITTAL LETTER

SUBJECT: Fish 54 Inc.
DOCUMENT NUMBER: P980000 84166
The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:
Barbara Lambert
Justin-Craig Ltd., Inc.
3870 Anal & Dr.
Hollywood, PL 33021
For further information concerning this matter, please call:
Barbara Lambert at (954) 989-7693

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Amendment Section Division of Corporations

TO:

Street Address: Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

July 10, 2003

JUSTIN-CRAIG LTD., INC. BARBARA R. LAMBERT 3870 AMALFI DR. HOLLYWOOD, FL 33021

SUBJECT: FISH 54, INC. Ref. Number: P98000084166 RECEIVED
03 JUL 21 AM 8:54
DIVISION OF CORPORATIONS

We have received your document for FISH 54, INC. and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Where is your original document? We cannot accept photocopies. You will also need to show the title of the document and check the block for the manner of adoption for the amendment. I am sending you a new form for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette Document Specialist

Letter Number: 403A00040926

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 VIII - Directors, Board of: The name and address of the

Board of Director shall be:

Raul Calvo
18841 Bisrayne Blod.
Aventura, FL 33180
The Board of Directors to be removed are: Manuel Paucar
and Piero Filpi
Article II - Registered Agents Office- the new registered agent

Raul Calvo 18841 Biscayne Blod. Arentura, FL 33180

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address. I hereby confirm that the corporation has been notified in writing of this change.

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:

THIRD: T	he date of each amendment's adoption: Tune 9,2005.
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
	erme Groot
×	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.
Signature	Signed this 9th day of June, 2003. (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
	the shareholders)
	OR OR
	(By a director if adopted by the directors)
	ASA OL
	OR STORY NO. 7
	(By an incorporator if adopted by the incorporators)
	Raul Calvo Typed or printed name
	Director / President