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To:
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Fax Number : (850) 922-4000

From:
Account Name : FAS-T CORP. AGENTS, INC.
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Phone : (305) 599-0839
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BEYOND TWO THOUSAND TECHNOLOGY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

*Name Change
& Amendment*

11-19-98

DC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEYOND TWO THOUSAND TECHNOLOGY, INC.
(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 I - NAME

The name of the Corporation shall be: BEYOND 2000 TECH., INC.
The principal place of business of the Corporation shall be:
5122 S.W. 5 Terrace, Miami, Florida 33134

ARTICLE V - OFFICERS AND DIRECTORS

DELETE the name and address of ANTONIO E. CASTRO, (Mr. Castro resigned as Vice-President and Director of the Corporation on November 10, 1998).

Article V shall be amended as follows:

- THOMAS DIAZ-----President / Director.... 5122 S.W. 5 Ter., Miami, Fla. 33134
- NORMA ETZEL ----Vice-Pres./ Director....18910 Wentworth Drive
Miami Lakes, Florida 33015
- SONIA ORTIZ ----Secretary / Treasurer...19440 West Saint Andrews Drive
Director. Miami Lakes, Florida 33015
- JORGE ARAUZ ----Vice President19440 West Saint Andrews Drive
Miami Lakes, Florida 33015
- PEDRO PARED ----Vice-Pres./ Director....741 N.W. 207 Ter., Miami, Fl. 33029

ARTICLE VI - SHAREHOLDERS

Article VI shall be amended as follows:

- THOMAS DIAZ-----5122 S.W. 5 Ter., Miami, Fla. 33134 125 Shares (25%)
- NORMA ETZEL-----18910 Wentworth Dr., Miami Lakes, Fl.33015 125 Shares (25%)
- AM-PM WHOLESALERS CORP.--299 Alhambra Cir., C.G., Fl.33134 125 Shares (25%)
- PEDRO PARED-----741 N.W. 207 Terrace, Miami, Fla. 33029 125 Shares (25%)

Prepared by: Emilio Cosio, 2510 SW 99th Ave. Miami, Fl 33165
(305) 552-8736

RESIDENT AGENT

The name and address of the Resident Agent shall be changed as follows:

NAME: THOMAS DIAZ

ADDRESS: 5122 S.W. 5 Terrace, Miami, Florida 33134

ACKNOWLEDGEMENT AND CONSENT: Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and to accept the duties and obligations as established by the Florida Statutes.

November 10, 1998.


THOMAS DIAZ, Registered Agent

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:

THIRD: The date of each amendment's adoption: November 10, 1998.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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

Signed this day 10th of November, 19 98

Signature 
(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)

THOMAS DIAZ
Typed or printed name

Chairman of the Board / President
Title