6175 N.W. 153RD STREET SUITE 312 MIAMI LAKES, FLORIDA 33014

(305) 557-6060

FAX (305) 557-7766

October 12, 2000

Florida Department of State **DIVISION OF CORPORATIONS** Attn: "Amendment Section" P.O. Box 6327 Tallahassee, Florida 32314

Re: Gemini Nightclub, Inc. Doc # P 98000087470

Amendment To Articles

Amendment Section:

Enclosed please find the Form Amendments To Articles of Incorporation, changing the Director, Officers and Shareholder.

Upon filing kindly confirm that same is completed by return of a photocopy date stamped.

Thanking you in advance for your assistance herein.

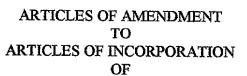
Sheldon Evans, P.A.

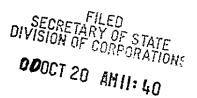
Encl: Amend Form

X CHECK #6725, \$35,88

Sheldon Evans gave authorization to delete reference to attackment in the Doc. 10/20 28

Amend





GEMINI NIGHTCLUB, INC. a Florida Corporation

DOCUMENT NO.: P 98000087470

FEI# 65-0869419

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: Article Number VII (Board of Directors) is hereby amended: <u>Luz Rivera</u> at 2005 North 32nd Avenue, Hollywood, Florida 33020 is no longer a Director of the corporation { sopy of resignation is attached) and the following individual is elected as Director:

THE NEW DIRECTOR IS: YANETH (JANET) MIRANDA a/k/a Yaneth Cristancho V.

ADDRESS: 7831 N.W. 187th Terrace MIDMI, FIA. 33015

Amendment adopted: NEW Article Number IX (Officers): Upon Motion duly made, seconded and approved by unanimous vote of shareholders and Director:

The President. Secretary and Treasurer of the corporation shall be: Yaneth (Janet) Miranda a/k/a Yaneth Cristancho V.

ADDRESS: 7831 N.W. 187th Terrace MIAMI, FLA. 33015

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:

100 % OF SHARES ARE ISSUED TO AND HELD BY:

Yaneth (Janet) Miranda a/k/a Yaneth Cristancho V.

ADDRESS: 7831 N.W. 187th Terrace MiAMI FLA. 33015

THIRD: The date of each amendment's adoption: MAY 26, 2000
FOURTH: Adoption of Amendment(s) (CHECK ONE)
[X] 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
for approval byvoting group
[X] 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 October, 2000. Signature Youth what
Signature Gunty Willam
(By the Chairman & Vice Chairman of the Board of Directors, President or other officer if if adopted by the shareholders)
OR (By a director if adopted by the directors)
OR OBy an incorporate if a law 11 at 1
(By an incorporator if adopted by the incorporators)
YANETH (JANET) MIRANDA a/k/a Yaneth Cristancho V. Typed or printed name
Director and President Title