

P98000095476
VEREEN ENTERPRISES, INC.

1776 So. Tamiami Trail
Suite B
VENICE, FLORIDA 34293

April 21, 1999

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
99 APR 26 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Vereen Enterprises, Inc. (Formerly known as Bernard Boncardo
International (Florida), Inc.)

Dear Sirs:

100002851421--3
-04/26/99--01063--007
*****70.00 *****35.00

Please find enclosed the following:

1. Original and extra signed copy of Articles of Amendment of Bernard Boncardo International (Florida), Inc. For the purpose of changing the name of the corporation to Vereen Enterprises, Inc. And changing the principal address of the corporation to 1776 South Tamiami Trail, Suite B, Venice, Florida, 34293.
2. Original and extra signed copy of Certificate of Change of Registered Agent and Registered Office of Vereen Enterprises, Inc. (Formerly known as Bernard Boncardo International (Florida), Inc.

Also enclosed is a check in the amount of \$ 70.00 which represents the filing fee for the Articles of Amendment (\$35.00) and the filing fee for the Certificate of Change of Registered Agent and Registered Office (\$35.00).

Sincerely,


DONALD G. VEREEN
President, VEREEN ENTERPRISES,
INC.

Im
enclosures

Amend & N/C

B

MAY 4 1999

**ARTICLES OF AMENDMENT
OF
BERNARD BONCARDO INTERNATIONAL (Florida), INC.**

FILED
99 APR 26 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, BERNARD BONCARDO INTERNATIONAL (Florida), INC. Florida corporation, was incorporated under the laws of the State of Florida on November 9, 1998; and

WHEREAS, DONALD G. VEREEN is presently the Sole Directors and sole Shareholder of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.**; and

WHEREAS, Article I of the Articles of Incorporation of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.**, designates the name of the corporation as "**BERNARD BONCARDO INTERNATIONAL (Florida), INC.**;" and Article II of the Articles of Incorporation of **BERNARD BONCARDO INTERNATIONAL (Florida) INC.**, describes the principal office of the Corporation as located at 4134 Gulf of Mexico Drive, Suite 302, Longboat Key, Florida, 34228; and

WHEREAS on April 22, 1999, an Amendment to the Articles of Incorporation was adopted by the said **DONALD G. VEREEN**, as sole director and sole shareholder of **BERNARD BONCARDO INTERNATIONAL (Florida) INC.**, as stated below, for the purpose of changing the name of the Corporation and changing the principal office of the Corporation.

NOW, THEREFORE, as evidenced by the Minutes of Special Meeting of the Board of Directors stated below, Article I of the Articles of Incorporation of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.** is hereby amended to read as follows:

Article I Name:

VEREEN ENTERPRISES, INC.

NOW, THEREFORE, as evidenced by the Minutes of Special Meeting of the Board of Directors stated below, Article II of the Articles of Incorporation of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.** Is hereby amended to read as follows:

Article II Principal Office:

The principal office of the Corporation shall be 1776 South Tamiami Trail, Suite B, Venice, Florida, 34293, and the Registered Office of the Corporation shall be 1776 South Tamiami Trail, Suite B, Venice, Florida, 34293, and the mailing address of the Corporation shall be 1776 South Tamiami Trail, Suite B, Venice, Florida, 34293.

IN WITNESS THEREOF, the parties have set their hands and seals at Punta Gorda, Florida this 22nd day of April, 1999.

**BERNARD BONCARDO
INTERNATIONAL (Florida), INC.,**

By: [Signature]
**DONALD G. VEREEN, Sole Officer,
Director, and Shareholder**

[Signature]
Witness

[Signature]
Witness

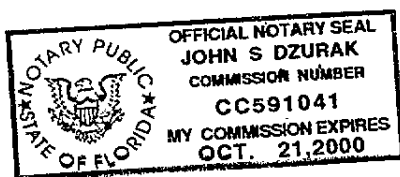
**STATE OF FLORIDA
COUNTY OF SARASOTA**

I **HEREBY CERTIFY** that on this date before me, an officer duly qualified to take acknowledgments, personally appeared **DONALD G. VEREEN**, to me known to be the person described in and who executed the foregoing Articles of Amendment of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.**, and he acknowledged before me that he executed the same; and he is personally known to me, and that he did take an oath.

WITNESS MY HAND and official seal in the County and State last aforesaid this 22nd day of April, 1999.

My commission expires:

[Signature]
JOHN S. DZURAK
Notary Public
State of Florida at Large



MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS

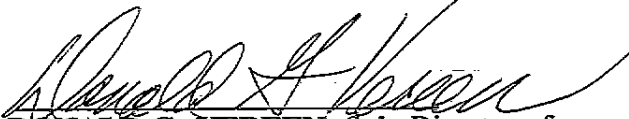
OF

BERNARD BONCARDO INTERNATIONAL (Florida), INC.

The undersigned, **DONALD G. VEREEN**, being the sole director and sole shareholder of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.**, a Florida corporation, does hereby waive notice and call of the Special Meeting of the Board of Directors to be held at the corporation's office, located at 1776 South Tamiami Trail, Suite B, Venice, Florida, 34293, on August 22, 1999, at 4:00 p.m., for the purpose of considering amending the Articles of Incorporation for the purpose of changing the name of the corporation to **VEREEN ENTERPRISES, INC.**, and changing the principal office of the corporation to 1776 South Tamiami Trail, Suite B, Venice, Florida, 34293.

The undersigned, **DONALD G. VEREEN**, being the sole director and the sole shareholder of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.**, a Florida corporation, met at the office of the corporation, located at 1776 South Tamiami Trail, Suite B, Venice, Florida, 34293, on April 22nd, 1999 at 4:00 p.m. pursuant to the waiver of notice and call.

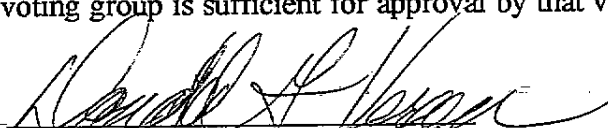
Upon the motion duly made, seconded and carried, it was unanimously resolved by the Board of Directors to file Articles of Amendment with the Florida Department of State for the purpose of Amending Article I and Article 2 of the Articles of Incorporation as stated above, for the purpose of changing the name of the corporation and the principal office of the corporation.


DONALD G. VEREEN, Sole Director of
BERNARD BONCARDO INTERNATIONAL
(Florida), INC.

CERTIFICATE OF APPROVAL
by SHAREHOLDER

DONALD G. VEREEN, being the sole Shareholder of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.**, a Florida corporation, hereby approves the above Articles of Amendment for the purpose of amending Article I and Article II of the Articles of Incorporation of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.**, in order to change the name of the corporation to **VEREEN ENTERPRISES, INC.**, and to change the principal office of the corporation to 1776 South Tamiami Trail, Suite B, Venice, Florida, 324293. The undersigned, **DONALD G. VEREEN**, certifies that he is the sole Shareholder of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.**, a Florida corporation; and, therefore, the said **DONALD G. VEREEN** constitutes the sole voting group entitled to vote on the Amendment; and, therefore, said vote being unanimous, the number of votes cast for the Amendment by the sole voting group is sufficient for approval by that voting group.

DATED: April 22, 1999.

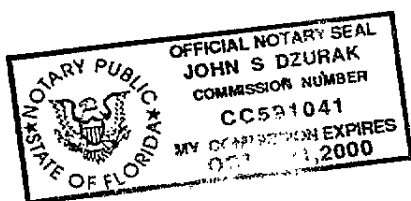

DONALD G. VEREEN, Sole Shareholder
of **BERNARD BONCARDO INTERNATIONAL**
(Florida), INC.

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this date before me, an officer duly qualified to take acknowledgments, personally appeared **DONALD G. VEREEN**, to me known to be the person described in and who executed the foregoing Minutes of Special Meeting of Board of Directors, and Certificate of Approval by Shareholder, and Articles of Amendment, of **BERNARD BONCARDO INTERNATIONAL (Florida), INC.**, and he acknowledged before me that he executed the same; and he is personally known to me, and that he did take an oath.

WITNESS MY HAND and official seal in the County and State last aforesaid this 22nd day of April, 1999.

My commission expires:




JOHN S. DZURAK
Notary Public
State of Florida at Large