

MANUEL CHONG CUAN, JR.  
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TELEPHONE  
(305) 264-4542  
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January 13, 1999

P98000104769

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

600002751966--3  
-01/22/99--01007--026  
\*\*\*\*\*31.00 \*\*\*\*\*31.00

RE: VRGE Associates, Inc.

Dear Sir or Madam:

Enclosed please find original and copy of Article of Amendment to Article of Incorporation of VRGE Associates, Inc., executed by Ramiro Gazo. A check made payable to Florida Department of State for \$35.00 to cover the filing is enclosed. Please file original and return the copy with the date and time of filing in the self addressed stamped envelope provided herein.

Thank you for your attention to this matter.

Sincerely,

  
MANUEL CHONG CUAN, JR., ESQ.  
MCC JR/md  
enclosure

FILED  
99 FEB -5 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600002751966--3  
-02/05/99--01031--002  
\*\*\*\*\*4.00 \*\*\*\*\*4.00

RECEIVED  
99 JAN 13 AM 9:24  
DIVISION OF CORPORATIONS

Amend

LFS 2-10-99

\* 789, 1071, 535, 671 \*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 25, 1999

Manuel Chong Cuan, Jr., Esquire  
Galloway Professional Center  
1105 SW 87th Avenue  
Miami, FL 33174-3210

SUBJECT: VRGE ASSOCIATES, INC.  
Ref. Number: P98000104769

We have received your document for VRGE ASSOCIATES, INC. and your check(s) totaling \$31.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a fee of \$4.00 due.

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) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 499A00003115

ARTICLE OF AMENDMENT TO ARTICLE OF INCORPORATION  
OF VRGE ASSOCIATES, INC.

FILED  
99 FEB -5 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 VI - Registered Agent shall be amended as follows:

The initial registered agent is deleted. The new registered agent is Tomasa C. Mattos, 9899A SW 40 Street, Miami, Florida 33165.

Article VIII - Directors shall be amended as follows:

The initial directors are deleted. The new director is Tomasa C. Mattos, of 9899A SW 40 Street, Miami, Florida 33165.

Article IX - Initial Officers shall be amended as follows:

The initial officers are hereby deleted. The following officer is hereby stated:

Tomasa C. Mattos, President, Secretary, Treasurer, and Director

9899A SW 40 Street  
Miami, Florida 33165

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:

NONE

THIRD: The date of each amendment's adoption: January 12, 1999.

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):

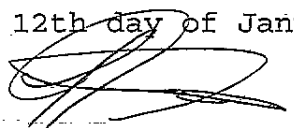
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_".

\_\_\_\_\_ 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 12th day of January, 1999.

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)

or

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
RAMIRO GAZO

\_\_\_\_\_  
President

ACCEPTANCE OF NEW REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as Registered Agent, for said corporation/limited liability company.

Dated: January 12, 1999

  
TOMASA C. MATTOS

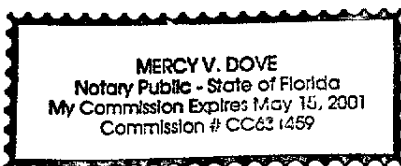
FILED  
99 FEB -5 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 12th day of January, 1999 by RAMIRO GAZO, as President of VRGE ASSOCIATES, INC., a Florida corporation, and he has produced his Florida Driver's License as identification and who did take an oath.

My Commission Expires:



Mercy V. Dove  
NOTARY PUBLIC, STATE OF FLORIDA

THIS INSTRUMENT WAS PREPARED BY:  
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1105 SW 87th Avenue  
Miami, Florida 33174  
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Fax. (305) 264-4530