

P99000002093

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4000

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 27 PM 2:35

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

UNIVERSAL SPIRITS CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	03
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Handwritten initials and date: 1/27

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

UNIVERSAL SPIRITS CORPORATION

(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 V - Registered office and registered Agent

This article is amended to include the following person from this date as the registered agent and registered office:

Rosa A. Diaz
4353 NW 72 Avenue
Miami, FL 33166

Article VII - Board of Directors

This article is amended to include the following directors and officers:

Torben Riise President and Director
10912 SW 134 Place
Miami, FL 33186

Rosa A. Diaz Secretary and Director
8300 W. Flagler St. #116
Miami, FL 33144

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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: January 26, 1999

Prepared By: Escarpio & Company 10661 N. Kendall Dr., #204 Miami, FL 33176
Tel: (305) 275-0055

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.

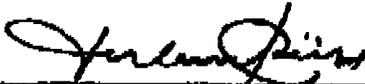
The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____
voting group

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 day 26 of January, 19 99

Signature X 
(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)

Torben Riise

Typed or printed name

Director and President/CHAIRMAN

Title

Prepared by: Escarpio & Company
10661 N. Kendall Dr. S.204
Miami, FL 33176 (305)275-0055

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registererd agent, in the State of Florida.

1. The name of the corporation is _____

UNIVERSAL SPIRITS CORPORATION

2. The name and address of the registered agent and office is:

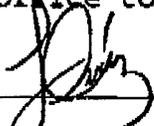
ROSA A. DIAZ

Name _____

4353 NW 72 Avenue, Miami, FL 33166

Address _____

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature  _____

SECRETARY/DIRECTOR

Title _____

Date 01-26-99

ACCEPTANCE BY AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

Signature  _____

Date 01-26-99