

P99000002729

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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
99 JUL 15 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 15 AM 7:16
DIVISION OF CORPORATIONS

BASIC AMENDMENT

PHOTO DIGITAL, INC.

Certificate of Status	0
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Amendment

7/15/99
DC

7/14/99 5:07 PM

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PHOTO DIGITAL, INC.**

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PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 -- THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

ALUISIO ERNANI BARBOSA
PRESIDENT, SECRETARY & DIRECTOR

ADILSON JOSE NOGUEIRA
VICE-PRESIDENT, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:
8249 NORTH WEST 36TH STREET
MIAMI, FLORIDA 33166

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: JULY 14TH 1999

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

___ THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

___ THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 14TH DAY OF JULY, 1999

PHOTO DIGITAL, INC.

BY:

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: ALUISIO E. BARBOSA & ADILSON J. NOGUEIRA
Title: INCORPORATOR \ DIRECTOR

PREPARED BY: GUILLERMO UBIETA, JR.
8051 NORTH WEST 36TH STREET SUITE 600 MIAMI, FL. 33166 (305) 597-4511

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