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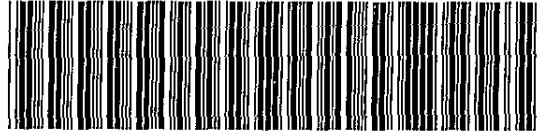
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DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FL 32399

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**LAZARUS CORPORATE FILING SERVICE**

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LOTAIR CARGO, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT  
OF  
Lotair Cargo, Inc.

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 adopted: Article VII.-  
Board of Directors is herein being changed to:

Arturo Lotero, President, Director  
3400 NE 192 Street, Apt. # 1611  
Aventura, FL 33180  
Nidia Sarmiento, Secretary, Director  
3400 NE 192 Street, Apt. # 1611  
Aventura, FL 33180  
Bernardo Lotero, Treasurer, Director  
3400 NE 192 Street, Apt. # 1611  
Aventura, FL 33180

SECOND: DATE OF ADOPTION OF AMENDMENT: The date of the adoption of the amendment by the only shareholder and its sole director is November 26, 2003.

THIRD: ADOPTION OF AMENDMENT: The amendment was approved by the sole shareholder and sole director. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Amendment this 26th day of November, 2003.

  
\_\_\_\_\_  
Bernardo Lotero, President  
Secretary & Treasurer

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TALLAHASSEE, FLORIDA

CONSENT OF SHAREHOLDERS APPROVING  
CHANGE OF OFFICERS AND DIRECTORS  
Lotair Cargo, Inc.

RESOLVED, that the sole stockholder of the Corporation hereby unanimously consents and approves the change of its officers and directors to: Arturo Lotero, President, Director Nidia Sarmiento, Secretary, Director, Bernardo Lotero, Treasurer, Director, all in accordance with the terms and provisions of the decision adopted under the unanimous written consent of the sole Director of the Corporation dated November 26, 2003 and which plan of change of officers and directors is in all respects adopted and approved;

RESOLVED, that the proper officer be, and he hereby is, authorized and directed to file a Certificate of Amendment pursuant to the Business Corporation Law of the State of Florida with the Secretary of State of the State of Florida, and,

RESOLVED, that the proper officer of the Corporation be, and he hereby is, authorized and directed to do or cause to be done all such acts and things as he may deem necessary and proper in order to effect the change of name of the Corporation in accordance with the plan adopted by the only Director of the Corporation. Dated: November 26, 2003

Lotair Cargo, Inc.

By B. L. M.  
Bernardo Lotero, Stockholder

UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS  
Lotair Cargo, Inc.

The undersigned, constituting the only director of Lotair Cargo, Inc., a Florida corporation (the "corporation"), does hereby consent to the adoption of the following resolutions:

RESOLVED, that in the judgment of the director of the corporation, it is deemed advisable and for the benefit of the corporation that it should change its officers and directors to: Arturo Lotero, President, Director Nidia Sarmiento, Secretary, Director, Bernardo Lotero, Treasurer, Director

RESOLVED, that subject to the approval of the sole stockholder of the corporation and effective with the date of such approval, a change of officers and directors:

RESOLVED, that the proper officer of the Corporation be, and they hereby are, authorized and directed to file a Certificate of Amendment pursuant to the Business Corporation Law of the State of Florida with the Secretary of the State of Florida;

RESOLVED, that the proper officer of the Corporation be, and he hereby is, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the change of its name and to fully effectuate the purposes of the foregoing resolutions.

RESOLVED, that the foregoing change of name shall be submitted to a vote of the sole shareholder of the Corporation for its adoption. Dated: November 26, 2003.

Lotair Cargo, Inc.

By: B. H. M.  
Bernardor Lotero, President  
Secretary, Treasurer