

P99000045490

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

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*****35.00 *****35.00

FILED
99 DEC 10 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CITISTAR FINANCIAL GROUP, INC.

SUBJECT: _____

Enclosed is an original and one copy of the Articles of Amendment to Articles of Incorporation of Citistar Financial Group, Inc.. (P99000045490) and a check of \$ 35.00 for filing fee. Please return the second copy with filing notification.

FROM: Kalkas Business Services

Name
121 SE 1st Street, Suite 810

Address
Miami, FL 33131

City, State, Zip
(305) 577-9716

Area Code and Phone Number (Daytime)

Amend

V. SHEPARD DEC 17 1999

FILED
99 DEC 10 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**CITI STAR FINANCIAL GROUP, INC.
(P99000045490)**

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: Amendments adopted:

Article V

BOARD OF DIRECTORS

The new director of this corporation is:

Mr. Victor H. Rodriguez; Vice President, Finance
11289 SW 88 Street, #114, Miami FL 33176

Mr. Juan A. Rodriguez and Mrs. Leslie Rodriguez continue as Directors of Citistar Financial Group Inc. as President and Vice President, correspondingly.

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

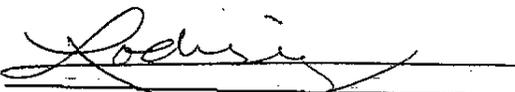
THIRD: The date of each amendment's adoption: December 1st, 1999

FOURTH: Adoption of Amendments

The amendments were approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 8th day of December 1999.

Signature:


Leslie Rodriguez, Director / V. President