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P99000051204

August 12, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/16/99-01128-014
*****52.50 *****52.50

Re: Lifestyle of the New Millennium, Inc.

Dear Sir/Madam:

Enclosed please find the following:

- (a) Articles of Amendment to Articles of Incorporation of Lifestyle of the New Millennium, Inc.
- (b) My client's check made payable to the Department of State in the amount \$52.50 covering the following: Fee of \$35.00, \$8.75 for a certified copy of the Amendment and a status report for an additional \$8.75.

If you require anything further please advise.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Encl.

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Amend
LPS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 26, 1999

MICHAEL, SCHIFFRIN & ASSOCIATES, P.A.
% MICHAEL SCHIFFRIN
SUITE 1450, ONE SOUTHEAST THIRD AVE.
MIAMI, FL 33131

SUBJECT: LIFESTYLE OF THE NEW MILLENNIUM, INC.
Ref. Number: P99000051204

We have received your document for LIFESTYLE OF THE NEW MILLENNIUM, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 999A00042862

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September 27, 1999

Ms. Carol Mustain
Corporate Specialist
Secretary of State / State of Florida
The Capitol
Tallahassee, Florida 32301

Re: Leyva / Lifestyles of the New Millenium, Inc.
Reference No. P99000051204
Letter No. 999A00042862

Dear Ms. Mustain:

I am in receipt of your August 26, 1999 letter, a copy of which I enclose for your reference, wherein you indicate as follows:

The word "initial" or "first" should be removed from the article regarding directors, officers and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please note that in the original Articles of Incorporation, there specifically were individuals who were designated as directors and officers (Article X). For your information, I also enclose a copy of those Articles of Incorporation. That was specifically the reason why I felt it was necessary to utilize that wording in the Articles of Amendment which were submitted for approval.

However, I would agree to amend the sentence of Articles of Amendment ~~which~~ original stated:

FIRST: Article X - Initial Board of Directors is hereby modified so as to read as follows: . . .

to read:

FIRST: Article X - The Board of Directors is hereby modified so as to read as follows: . . .

Ms. Carol Mustain
Corporate Specialist
Secretary of State / State of Florida

Re: Leyva / Lifestyles of the New Millenium, Inc.
Reference No. P99000051204
Letter No. 999A00042862

September 27, 1999
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thereby removing the offending word "*initial*".

Please note that the term "initial directors and officers" as set forth in the body of the amendment of Article X will remain since the original Articles of Incorporation specifically named directors and officers in Article X.

I believe that the Articles of Amendment to Articles of Incorporation are now in satisfactory form and I would appreciate your approving same. If you still have questions or problems with the Amendment, please telephone me.

Very truly yours,


MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/ine
Encl.
cc:

Mr. and Mrs. Leyva

**ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION
OF
LIFESTYLE OF THE NEW MILLENNIUM, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to Articles of Incorporation:

FIRST: Article X - The Board of Directors is hereby modified so as to read as follows:

The corporation shall have two directors which may either be increased or diminished from time to time by majority vote of the Shareholders of the corporation, or, as otherwise set forth in the Bylaws but never shall be less than one. The directors and officers set forth in Article X of the Articles of Incorporation are hereby removed in favor of the following new directors who were elected pursuant to a Shareholders meeting held on August 6, 1999, duly noticed as required by law:

1. Rafael Robert Leyva - President/Treasurer
8151 Southwest 160 Avenue
Miami, Florida 33193

2. Fathima Leyva - Vice President/Secretary
8151 Southwest 160 Avenue
Miami, Florida 33193

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The aforementioned directors shall serve until the election of new directors or, as otherwise removed in accordance with the Bylaws of this corporation and law.

SECOND, this amendment is duly adopted and effective August 6, 1999 and was approved by all of the Shareholders; the number of votes cast for this Amendment was sufficient for approval.

Signed this 10 day of August 1999.

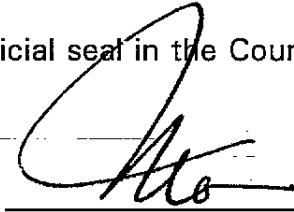


RAFAEL ROBERTO LEYVA, President

State of Florida)
) ss
County of Miami-Dade)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgment, personally appeared RAFAEL ROBERTO LEYVA, the President of the Lifestyle of the New Millennium, Inc., a Florida corporation known to me and as such as the person authorized to execute this Article of Amendment to Articles of Incorporation and has in fact acknowledged before me that he executed same for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 10 day of August, 1999.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Print Notary Name:

My Commission Expires

