

TALIESON ADVISORY CORP.

(It is noted that afterwards, Talieson went to the resort of Arthur, where he was chief helper and adviser to the King.)

accounting • taxes • consulting • systems
home mortgage
P99000051376

August 5, 1999

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*****43.75 *****43.75

Secretary of State
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed please find the articles of amendment to CARPAV INTERNATIONAL COMPANY, document number I99000013734. Along with the articles of amendment, please find check in the amount of \$43.75, to cover the expenses for filing and the certificate of status.

Should you have any questions, please contact us at your convenience at (305)412-9181.

Thank you for your attention to this matter.

Sincerely,

Yolanda Duran
Yolanda Duran
Accountant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARPAV INTERNATIONAL COMPANY

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(s) adopted:

ARTICLE I-NAME

The name of the Corporation is JEMEL INTERNATIONAL CORP (hereinafter, "Corporation").

ARTICLE VI: OFFICERS

The Officer(s) of the Corporation is(are) :

Elisa Cardozo President/Secretary

ARTICLE III : REGISTERED OFFICE AND AGENT

The Registered Office and Agent for this Corporation shall be:

ELISA CARDOZO
144 Circle Place
Miami, FL 33183-USA

SECOND: The date of each amendment's adoption : August 5, 1999

THIRD : The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

Signed this 5th day of August, 1999

Signature _____

President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name of the corporation is: JEMEL INTERNATIONAL CORP.

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

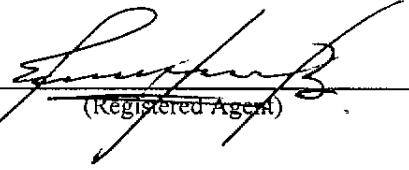
ELISA CARDOZO
144 CIRCLE PLACE
MIAMI, FL 33183

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 AGREE 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 ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Ag. 11-99.


(Registered Agent)

DATE _____