

P99000053613

THE LAW OFFICES OF

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November 17, 1999

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-01/07/00-01093-014
*****35.00 *****35.00

Division of Corporations
Attn: Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

**Re: Exzuescia Entertainment, Inc. -- Document #: P99000053613
Amendments.**

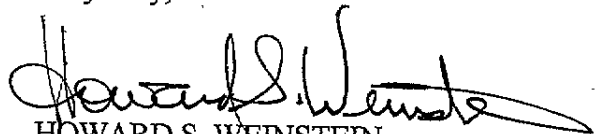
Dear Amendments Clerk:

This letter accompanies the enclosed Articles of Amendments of the Articles of Incorporation of Exzuescia Entertainment, Inc. filed under document number P 99000053613.

As is stated in the articles, the Corporation is changing its President and sole Director to:
CAROLYN Y. BAIN.

Enclosed is the statutory fee for amendments of \$35.00. Should you have any questions or concerns regarding this transaction, kindly contact the undersigned.

Very truly,



HOWARD S. WEINSTEIN

For the Firm

HSW:ss
enc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

all
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amend

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
EXZUESCIA ENTERTAINMENT, INC.**

A Special Meeting of the shareholders of **EXZUESCIA ENTERTAINMENT, INC.** was held on November 15, 1999 at 11:30 in the morning. Pursuant a vote of all of the shareholders of the Corporation and the Board of Directors, the shareholders and directors of the Corporation unanimously agree that it is in the best interest of the Corporation to amend the Articles of Incorporation as follows:

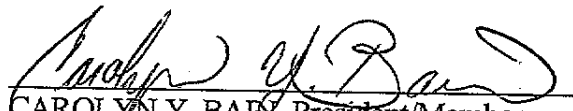
1. ARTICLE IX. The name and address of the sole Director and President of the company is: Carolyn Y. Bain, 24 N.W. 31st St., Miami, FL 33127.

2. The amendment was adopted on November 15, 1999 by vote of all the shareholders of Capital Stock.

3. The balance of the foregoing Articles of Incorporation shall remain unchanged and given their full force and effect.

By these Articles of Amendment of Articles of Incorporation and the presentment of the fee of \$35.00 to the Florida Department of State, Division of Corporations, the said Corporation requests that the Secretary of State so amend its records to reflect the changes above.

Dated November 15, 1999.


CAROLYN Y. BAIN, President/Member
Board of Directors

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF NEW OFFICERS AND/OR DIRECTORS

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

I, the undersigned after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

The name of the Corporation is: Exzuescia Entertainment, Inc.

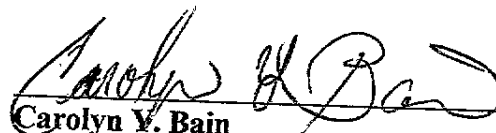
The current names and addresses of the Officers are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President/Secretary	Carolyn Y. Bain	24 N.W. 31 st St., Miami, FL 33127

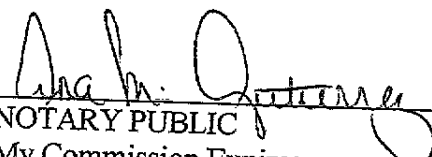
The current names and addresses of Directors are:


<u>Name</u>	<u>Address</u>
Carolyn Y. Bain	24 N.W. 31 st St., Miami, FL 33127

The above listed officers and directors were elected by members, directors, or shareholders in accordance with the provisions of Chapter 617, Florida Statutes, or 607, Florida Statutes.


Carolyn Y. Bain
Director/President

Sworn and subscribed to before me this 15 day of November, 1999.


NOTARY PUBLIC
My Commission Expires:

 Ana M Gutierrez
★ My Commission CC833428
Expires May 24, 2003

DIVISION OF CORPORATIONS, P.O. Box 6327, Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

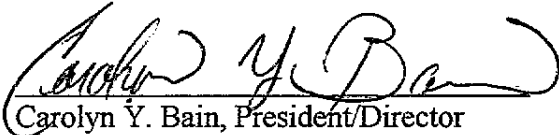
OF

EXZUESCIA ENTERTAINMENT, INC.

We, the undersigned, being all of the shareholders of EXZUESCIA ENTERTAINMENT, INC. severally waive notice and call of the time, place and purposes of a special meeting of the shareholders of said corporation, and do hereby consent that the time and place for holding said meeting shall be at 11:30 (a.m.) p.m. on the 15th day November, 1999, at 2450 N.E. Miami Gardens Dr., 2nd Floor, in the city of North Miami Beach, State of Florida, and do hereby further consent to the transaction of the following business:

1. ARTICLE IX. The name and address of the sole Director and President of the company is: Carolyn Y. Bain, 24 N.W. 31st St., Miami, FL 33127.

Dated November 15, 1999.


Carolyn Y. Bain, President/Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESIGNATION OF PRESIDENT AND DIRECTOR OF
EXZUESCIA ENTERTAINMENT, INC.**

To the Board of Directors of EXZUESCIA ENTERTAINMENT, INC.:

This is to inform the Board of Directors that I am hereby tendering my resignation as President and Director of EXZUESCIA ENTERTAINMENT, INC. to be effective immediately following the issuance of company stock to Carolyn Y. Bain.

Dated this 15 day of November, 1999.



CHARLES E. BAIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

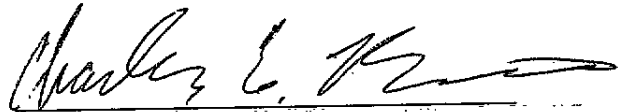
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I, Charles E. Bain, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

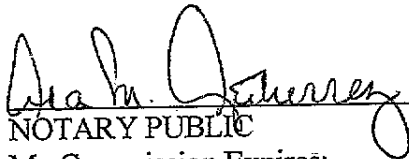
I, Charles E. Bain, hereby resign as President, Director and Secretary of Exzuescia Entertainment, Inc., a Florida Corporation;

That the Corporation has been notified in writing of the resignation.



Charles E. Bain

Sworn and subscribed to before me this 15 day of November, 1999.



NOTARY PUBLIC
My Commission Expires:



Ana M Gutierrez
My Commission CC833428
Expires May 24, 2003

DIVISION OF CORPORATIONS, P.O. Box 6327, Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA