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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. ALMOST EVERYTHING, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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06/26/01--01047--005

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

G. COULLETTE JUN 26 2001

Examiner's Initials

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

ALMOST EVERYTHING, INC.
(Present name)

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TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts
The following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicated articles number(s) being amended, added
Or deleted)

ARTICLE VI:

(ADD) EDELSON HERNANDEZ as VICE-PRESIDENT
11615 SW 170TH STREET
MIAMI, FL 33157

SECOND: If an amendment provides for an exchange, reclassification or cancellation has
Issued shares, provisions for implementing the amendment if not contained in the
Amendment itself, is as follows:

THIRD: The date of each amendment's adoption: 06/22/01

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment(s) was/were adopted by the incorporation without shareholder
Action and shareholder action was not required.

_____ The amendment(s) was /were adopted by the board of directors without
Shareholder action and shareholder action was not required.

 X The amendment(s) was/were approved by the shareholders. The number of votes
Cast for the amendment(s) was/were sufficient for approval.

_____ The amendment (s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each group entitled to vote separately on the amendment (s).]

The number of votes cast for the amendment (s) was/were sufficient for
Approval by _____

(Voting group)

Signed this 22ND Day of June, 2001

Signature

(By the chairman of the Board of Directors,
President or other officer if adopted by the shareholder's)

OR

(By a director if adopted by the directors)

OR

(By an incorporation if adopted by the incorporations)

LIZNEY SIEVERT

Typed or printed name

PRESIDENT/DIRECTOR/INCORPORATOR

Title