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GONZALEZ & VIDAL, P.A.

ATTORNEYS AND COUNSELORS AT LAW

JORGE L. GONZALEZ  
JORGE L. VIDAL

1933 S W 27<sup>TH</sup> AVENUE  
SUITE 201  
MIAMI, FLORIDA 33145  
PHONE: 305 / 285-2480  
TELECOPIER: 305 / 285-1713

May 10, 2001

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

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-05/15/01--01006--006  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Intermedio & Company, Corp.

Please find articles of amendment for the above named corporation and your filing fees. We are requesting a certified copy of the amendment be returned to:

Jorge L. Gonzalez, Esq.  
1933 SW 27<sup>th</sup> Avenue Suite 201  
Miami, Florida 33145

Very truly yours,

  
Jorge L. Gonzalez

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAY 14 AM 8:27

*Amend.*

V. SHEPARD MAY 21 2001

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAY 14 AM 8:27

**INTERMEDIO & COMPANY CORP.**

*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:**

**A. ARTICLE III, CAPITAL STOCK; is amended to read as follows:**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock having THREE HUNDRED AND 00/100 ( \$ 300.00 ) Dollars PAR VALUE.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury share. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or in other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

**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

All outstanding and issued shares shall be returned for cancellation and exchange.

**THIRD:** The date of each amendment's adoption:

May 4<sup>th</sup>, 2001

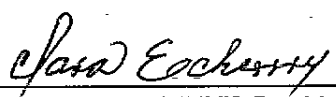
**INTERMEDIO & COMPANY, CORP.**

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

The amendment(s) was approved by the shareholders unanimously.

Signed this Fourth day of May, 2001

  
\_\_\_\_\_  
DIEGO ARCILA, Director

  
\_\_\_\_\_  
CLARA ECHEVERRY, President, Secretary,  
Director