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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300004314919--5

-05/24/01--01018--014

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

Amend

1. XTREME MOTORS, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

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01 MAY 24 AM 10:31
DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

DR

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

FILED
01 MAY 24 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XTREME MOTORS, INC.
(Present name)

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 V:

(DELETE)	AVELINO PEREZ 14723 SW 177 TERRACE MIAMI, FL 33187		
(CHANGE)	JESUS RAMOS 14722 SW 176 TERRACE MIAMI, FL 33187	to	PRESIDENT
(CHANGE)	DIAHANN RAMOS 14722 SW 176 TERRACE MIAMI, FL 33187	to	VICE-PRES

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: 05/22/01

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 May, 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)

JESUS RAMOS
Typed or printed name

PRESIDENT/DIRECTOR/INCORPORATOR
Title