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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-12/18/00--01069--008
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PEGASUS USA INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

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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

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DIVISION OF CORPORATIONS
SECRETARY OF STATE

G. COULLETTE DEC 18 2000

Examiner's Initials

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

PEGAUSUS USA INC.
(Present name)

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TALLAHASSEE, FLORIDA

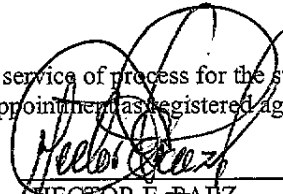
Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts
The following articles of amendment to its articles of incorporation:

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

ARTICLE IV:
The name and address of the new Registered Agent shall be:

HECTOR E. PAEZ
1200 WEST AVENUE #518
MIAMI BEACH, FL 33139

Having been named as registered agent and to accept service of process for the stated corporation
at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to
act in this capacity.



HECTOR E. PAEZ
Registered Agent

ARTICLE VI: DIRECTORS

(DELETE) GUSTAVO H. MARTINEZ
14371 SW 157 STREET
MIAMI, FL 33177

HECTOR E. PAEZ shall become the new PRESIDENT of mentioned corporation.
RONALD KAMBEITZ shall remain as VICE-PRESIDENT of mentioned corporation.

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, is as follows:

HECTOR E. PAEZ SHALL HAVE THE 25% OF THE SHARES HOLD BY GUSTAVO H.
MARTINEZ. IT WILL BE READ AS FOLLOWS:

HECTOR E. PAEZ 50% SHARES
RONALD KAMBEITZ 50% SHARES

THIRD: The date of each amendment's adoption: 12/08/00

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 8th day of December, 2000

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)

HECTOR E. PAEZ

Typed or printed name

PRESIDENT/DIRECTOR/INCORPORATOR

Title