

P99000101216

Lodeiro Associates PA
10300 Sunset Dr., Ste. 360
Miami, FL 33173
304-279-9320

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*****35.00 *****35.00

October 26, 2000

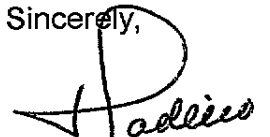
Division of Corporations
Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

We are enclosing the Articles of Amendment of Articles of Incorporation of Veracruz Properties Inc., together with check for \$35.00 to cover filing fees.

Please send acknowledgement to our attention.

Sincerely,


Jose Lodeiro, MBA
Senior Accountant

FILED
00 NOV 20 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Called 11/6
Number not in service

T BROWN NOV 21 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 6, 2000

JOSE LODEIRO, MBA
LODEIRO ASSOCIATES PA
10300 SUNSET DR., SUITE 360
MIAMI, FL 33173

SUBJECT: VERACRUZ PROPERTIES, INC.
Ref. Number: P99000101216

We have received your document for VERACRUZ PROPERTIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must also contain the address of the registered agent which must be at a Florida street address.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 600A00057545

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
VERACRUZ PROPERTIES INC.

FILED
00 NOV 20 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, directors of Veracruz Properties Inc., organized under the laws of the State of Florida, hereby certify:

1. The name of the corporation is VERACRUZ PROPERTIES INC.
2. The Certificate of Incorporation of this Corporation was filed in the Office of the Secretary of State of Florida on November 18, 1999, document number P99000101216.
3. That articles of Incorporation of this Corporation shall be and are amended to read as follows:
 - A. To accept the resignation of Felipe De Alba as President, Vice, Secretary, Treasurer and Registered Agent of Veracruz Properties Inc.
 - B. To accept the appointment of Livier Portales as officer, President, Director and Registered Agent.
 - C. That the above amendments were adopted and approved unanimously by the directors and shareholders of this corporation at a joint meeting of the directors and shareholders which was sufficient for approval, held on October 25, 2000

IN WITNESS WHEREOF, I have signed this Certificate this 25 day of October, 2000 at Miami-Dade County, Florida



Livier Portales
President, Director

Having been named a Registered Agent, I hereby accept the appointment and further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, I am familiar with and accept the obligations of my position as Registered Agent. New Address is 615 S.W. 82nd. Ave. Miami, FL 33144



Livier Portales
Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that in Miami-Dade County, Florida, on this 25th. day of October, 2000, personally appeared Livier Portales, well known to me, who executed this Certificate of Amendment of Certificate of Incorporation, and now acknowledge before me that she subscribed to said Amendment of the aforesaid Certificate of Incorporation.

J. Lodeiro

J. Lodeiro
Notary Public
State of Florida at Large

