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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

600002888236--7  
-05/27/99--01045--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

1. XIMA TROPICAL FISH INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Mail out ☒ Pick up time 2:00 ☐ Certified Copy  
☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

G. COULLETTE MAY 27 1999

Examiner's Initials

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

Xima Tropical Fish Inc.

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: (Indicate article number(s) being amended, added or deleted)

**ARTICLE VII: BOARD OF DIRECTORS**

The name(s) and addresses of the directors are:

**Gerardo A. Pardo - President**  
1320 SW 131<sup>st</sup> Place  
Miami, Florida 33184

**Jose A. Perez - Secretary / VP / T**  
1320 SW 131<sup>st</sup> Place  
Miami, Florida 33184

**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:

**THIRD:** The date of each amendment adoption: May 26, 1999.

**FOURTH:** Adoption of Amendment (s) (Check one)

\_\_\_\_\_ The amendment(s) was/were adopted by the incorporators 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.

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XX 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 a voting group.

{The following statement must be separately provided for each voting 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 26<sup>TH</sup> day of May, 1999

By: \_\_\_\_\_

By: \_\_\_\_\_  
(Chairman or Vice Chairman of the Board of Directors, President or other officer if  
adopted by the  
shareholders) OR (A director or incorporator if adopted by the directors of  
incorporators)

Gerardo I. Pardo

Typed or printed name)

PRESIDENT

(Title)