S02811

SECRETARY OF CTATE

OFFICE USE ONLY (Document #)		TALLAHASSEE, FLORIDA
		MASSEE, FLORID.
LAZARUS CORPORATE FILING SE	RVICE, INC.	STUDA
(Requestor's Name)		
3320 S.W. 87th AVENUE (Address)		60000288823 -05/27/990104
MIAMI, FLORIDA (305)552-	-5973	*****35.00 ***
	ne #)	
LOCAL REPRESENTATIVE TALLA	IASSEE	OFFICE USE ONLY
CORPORATION NAME(S) & 1. (Corporation Name) 2. (Corporation Name) 3. (Corporation Name) 4. (Corporation Name) Walk in Corporation Name) Yalk in Corporation Name) Walk in Corporation Name) Walk in Corporation Name)	PICAL FI	ER(S) (if known): S. H. T.V.C (Document #) (Document #) (Document #) Certified Copy Certificate of Status
NEW FILINGS	AMENDMEN	TIS
Profit	Amendment	
NonProfit	Resignation of R.A	A., Officer/Director
. Limited Liability	Change of Register	ed Agent
Domestication	Dissolution/Withdra	awal .
Other	Merger	
<u></u>		· · · · · · · · · · · · · · · · · · ·
OTHER FILNGS	REGISTRATION	
Annual Report	QUALIFICATION	Advant program

OTHER FILNGS
Annual Report
Fictitious Name
Name Reservation

21 min	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

C. COULLIETTE MAY 2 7 1999

Examiner's Initials		
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ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION

OF

Xima Tropical Fish Ir	Xima	Tro	mical	Fish	In
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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

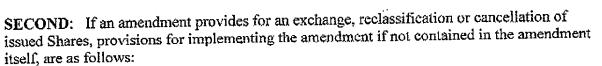
FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE VII: BOARD OF DIRECTORS

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

Gerardo A. Pardo - President 1320 SW 131st Place Miami, Florida 33184

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



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.



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)
By: (Chairman of 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 incorporators)
Gerardo I. Pardo
Typed or printed name)
PRESIDENT
(Title)