

V31785

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

NEW FLORIDA INTERNATIONAL CORPORATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 2001

NEW FLORIDA INTERNATIONAL CORPORATION
4775 COLLINS AVENUE
MIAMI BEACH, FL 33140US

SUBJECT: NEW FLORIDA INTERNATIONAL CORPORATION
REF: V31785

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

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CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF NEW FLORIDA INTERNATIONAL CORPORATION

The undersigned, sole director, of New Florida International Corporation, a corporation organized under the laws of the State of Florida certifies that:

- 1. Amendment adopted: Article I - Name - The name of the Corporation is deleted and substituted by ZPO Inc. The name of the Corporation shall be ZPO Inc.
2. The date of the adoption of the above amendment is March 15, 2001.
3. The undersigned is the sole director of the Corporation. The amendment was approved by the board of directors.

The amendment has been effected pursuant to the laws of the State of Florida, Statutes Section 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of March, 2001.

Mucio Athayde, Director

FILED 01 MAR 16 PM 3:24 SECRETARY OF STATE TALLAHASSEE FLORIDA

STATE OF FLORIDA } ss. COUNTY OF MIAMI-DADE }

SWORN TO AND SUBSCRIBED before me this 15th day of March, 2001 by Mucio Athayde, the Director of the Corporation above described, personally known to me, and who took an oath.



Notary Public My Commission Expires:

This instrument prepared by: Robert M. Haber Freeman, Buttermann, Haber & Rojas, LLP, 520 Brickell Key Drive, Suite 0-305 Miami, Florida 33131 Florida Bar No. 0131614

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CONSENT ACTION OF THE DIRECTOR
OF NEW FLORIDA INTERNATIONAL CORPORATION

The undersigned, being the sole Director of New Florida International Corporation, a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consents to the adoption of the following resolution. No shareholder action was required. This instrument shall have the same force and effect as if the action herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and directs that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof the Articles of Incorporation of the Corporation be amended to reflect Article I thereof, to read as follows: "The name of the Corporation shall be ZFO Inc."

Dated: This 15th day of March, 2001.


Mucio Athayde, Director

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