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

1. STAR SHOPPING MAIL CORPORATION
(Corporation Name) (Document #)
2. Amend
(Corporation Name) (Document #)
3. 400002647984--6
(Corporation Name) (Document #)
4. -09/24/98-01023-031
(Corporation Name) (Document #)

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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

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ARTICLES OF AMENDMEN
TO
ARTICLE OF INCORPORATION
OF
STAR SHOPPING MAIL CORPORATION

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

FIRST: Amendment(s) adopted:

SHALL CONSIST OF:

ARTICLE OF OFFICERS SHALL BE AS FOLLOWS:

Marcos Antonio Gorgulho President 7925 NW 12 Street Ste 324 Miami, Fl 33126	Carlos Loureiro Vice-President 7925 NW 12 Street Ste 324 Miami, Fl 33126
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Maria Miriam Rosa Secretary/Treasurer 7925 NW 12 Street Suite 324 Miami, Fl 33126	Roberto Almeida Director 7925 NW 12 Street Suite 324 Miami, Fl 33126
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ARTICLE OF REGISTERED AGENT SHALL BE AS FOLLOWS:

Marcos Antonio Gorgulho
Registered Agent
7925 NW 12 Street
Suite 324
Miami, Fl 33126

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 mentioned above:

THIRD: The date of each amendment's adoption: September 23rd, 1998

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment(s) was/were adopted by the incorporators or board of directors without shareholders action and shareholders 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 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 23rd day of Sept 1998

STAR SHOPPING MAIL CORPORATION

(Corporation Name)

By

Marcos Antonio Gorgulho
(Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator of adopted by the directors or incorporators)

Marcos Antonio Gorgulho
(Typed or print name)

President

(Title)