

PO2000005671

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

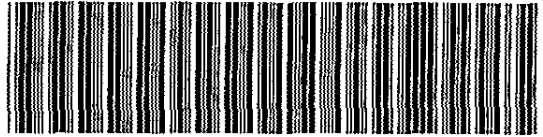
(Business Entity Name)

(Document Number)

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10/27/03--01097--009 \*\*43.75

FILED  
03 OCT 27 2 11:13

Amend  
T. Lewis 10/29/03

**TRANSMITTAL LETTER**

**Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314**

**SUBJECT:**

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

**MICHSER CORPORATION**  
**(Present name)**

**P02000005671**  
**(Document Number of Corporation)**

**Enclosed are an original and one (1) copy of the Articles of Amendment to Articles of Incorporation and our check for \$43.75 as filing fee. (Amendment of any record \$35.00 & Certified Copy \$8.75)**

**From:**

**MICHSER CORPORATION  
C/O USA Business Consulting Group, Corp.  
11890 S.W. 8<sup>TH</sup> STREET PENTHOUSE VII  
MIAMI, FLORIDA 33184-1717  
TELEPHONE: (305) 551-3431  
FAX: (305) 551-3436**

**Note: Please provide the original and one copy of the ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION of MICHSER CORPORATION & Certified Copy**

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

**MICHSER CORPORATION**

(present name)

**P02000005671**

(Document Number of Corporation)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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**

The officer(s) and/or director(s) of the corporation is/are

Title: President

Ruggeri, Viviane

3640 Yacht Club Drive Apt. # 1202

Aventura, Florida 33180

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CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

**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's adoption: October 20, 2003

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

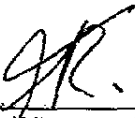
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group

- 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 adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20 day of October, 2003

Signature: \_\_\_\_\_

  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)

Viviane Ruggeri

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**

**WAIVER OF NOTICE AND MINUTES OF SPECIAL  
MEETING OF SHAREHOLDERS OF**

**MICHSER CORPORATION**

The Special Meeting of Shareholders and Directors of the above named corporation was called to order on October 20, 2003, at 3501 W. Vine Street # 350, Kissimmee, Florida 34741-4649, by Viviane Ruggeri, the President of the above named corporation. The corporation's President, Viviane Ruggeri, declared the meeting to be in compliance with Florida Law and that the purpose of the meeting was to address the following matter:

The transfer of shares from Francesco Bavaro to Viviane Ruggeri, and appointment to Board of Directors. At present time Viviane Ruggeri owns 50 shares or 50% of the total shares of the corporation, and Francesco Bavaro owns 50 shares or the remaining 50% of the total shares of the corporation. It was agreed that new stock certificates be issued as follows:

(1) Henceforth, Viviane Ruggeri shall own 100 shares or the equivalent of 100% of the total shares of the corporation;

(2) That the Board of Directors of Michser Corporation shall be comprised as follows:

President and Secretary- Viviane Ruggeri;

Dated: 10-20-03

  
\_\_\_\_\_  
VIVIANE RUGGERI - President

I, the undersigned shareholder, do hereby waive any notice required with respect to said meeting and do hereby ratify and confirm the above actions taken at said meeting.

Dated: \_\_\_\_\_

  
\_\_\_\_\_  
VIVIANE RUGGERI- Shareholder