

F05 000001274

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

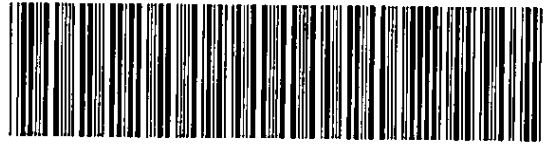
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: International Cruise & Excursion Gallery, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Trevor Steege

Name of Contact Person

International Cruise & Excursion Gallery, Inc.

Firm/ Company

7720 N. Dobson Road

Address

Scottsdale, Arizona 85256

City/ State and Zip Code

trevor.steege@iceenterprise.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Trevor Steege

Name of Contact Person

at (602)

635-5625

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



2020 FEB 17 PM 2:00

FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2020

TREVOR STEEGE
7720 N DOBSON RD
SCOTTSDALE, AZ 85256

SUBJECT: INTERNATIONAL CRUISE & EXCURSION GALLERY, INC.
Ref. Number: F05000001274

We have received your document for INTERNATIONAL CRUISE & EXCURSION GALLERY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a FLORIDA CORPORATION, but your entity is a FOREIGN CORPORATION. Please complete and return the enclosed blank form(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II Supervisor

Letter Number: 720A00004367

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: International Cruise + Excursion Gallery, Inc.
Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nicole Pacheco
Name of Contact Person

International Cruise + Excursion
Firm/Company

7720 N. Dobson Road
Address

Scottsdale, AZ 85256
City/State and Zip Code

legalaffairs@iceenterprise.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicole Pacheco at (602) 635-5274
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

1. International Cruise + Excursion Gallery, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. _____
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? n/a
5. n/a
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

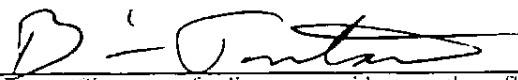
6. If the amendment changes the period of duration, indicate new period of duration.
n/a
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a
(New jurisdiction)

2021 17 JUN 14

8. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
n/a
9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>PD</u>	<u>John Rowley</u>	<u>7720 N Dobson Rd</u>	<input type="checkbox"/> Add
		<u>Scottsdale, AZ 85256</u>	<input checked="" type="checkbox"/> Remove
<u>TS</u>	<u>Marcia Rowley</u>	<u>7720 N Dobson Rd</u>	<input type="checkbox"/> Add
		<u>Scottsdale, AZ 85256</u>	<input checked="" type="checkbox"/> Remove
<u>PDT</u>	<u>Brian Fontana</u>	<u>7720 N Dobson Rd</u>	<input checked="" type="checkbox"/> Add
		<u>Scottsdale, AZ 85256</u>	<input type="checkbox"/> Remove
<u>S</u>	<u>Christine Aguilera</u>	<u>7720 N Dobson Rd</u>	<input checked="" type="checkbox"/> Add
		<u>Scottsdale, AZ 85256</u>	<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Brian Fontana

(Typed or printed name of person signing)

Director / President

(Title of person signing)

FILING FEE \$35.00

**OMNIBUS WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING
OF THE SOLE STOCKHOLDER OR SOLE MEMBER**

January 1, 2020

The undersigned, being the sole direct stockholder or member of (the "Equityholder") of (i) OurVacationStore.com, Inc., a Delaware corporation, (ii) SOR Technology, LLC, a California limited liability company, (iii) Solutions at Sea, a Nevada corporation, (iv) Blue Water Café, LLC, an Arizona limited liability company, (v) ICE Canada Holdings, LLC, a Delaware limited liability company, and (vi) WMPH Vacations, LLC, a Delaware limited liability company (each, a "Company" and collectively, the "Companies"), hereby take the following actions and adopt the following resolutions by written consent in lieu of a meeting pursuant to the by-laws or limited liability company agreements or such similar governing document of each Company (each, a "Governing Document" and collectively, the "Governing Documents") and the applicable laws of the jurisdiction in which each Company is organized:

REMOVAL AND ELECTION OF DIRECTORS

WHEREAS, in connection with those certain Separation Agreements, dated December 12, 2019, by and among the Equityholder, Panda Holdco, LLC and each of John Rowley and Marcia Rowley, each of John Rowley and Marcia Rowley resigned from all employee, director and officer positions of the Equityholder and the Companies and are no longer managers, directors, and/or authorized signatories, as applicable, of the Companies.

RESOLVED, that the Equityholder hereby elects, effective immediately, the individuals set forth on Exhibit A to serve as the managers or directors of each applicable Company until their successors are duly elected and qualified or until their earlier death, resignation or removal.

FURTHER RESOLVED, that the slate of directors attached hereto as Exhibit A constitutes all of the directors on the boards of each of the Companies.

GENERAL RATIFICATION

RESOLVED, that any acts of, and agreements, instruments, documents or certificates executed and delivered by, the Companies, officers or of any person or persons designated and authorized to act by the Companies under their respective Governing Documents to effect the purposes of these resolutions are hereby severally ratified, confirmed, approved and adopted as acts in the name and on behalf of the applicable Company.

GENERAL AUTHORIZATION

RESOLVED, that this consent may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall constitute but one and the same consent.

RESOLVED, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

RESOLVED, that the actions taken by this written consent shall have the same force and effect as if taken at a special meeting of the Stockholder or Stockholders, as applicable, of each Company and constituted pursuant to the Governing Document of each Company and the laws of the state of the jurisdiction in which each Company is organized as set forth above.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the date first written above.

**INTERNATIONAL CRUISE & EXCURSION
GALLERY, INC.**


By: 
Name: Brian Fontana
Title: Chief Executive Officer

EXHIBIT A

<u>Entity</u>	<u>Directors / Managers</u>
OurVacationStore.com, Inc. [DELAWARE]	<ul style="list-style-type: none">• Andrew Olinick• Peter Wirtz• Rahul Lulla• Marty Cole• Jorge Boone• Kevin Schneider• Brian Fontana
SOR Technology, LLC [CALIFORNIA]	<ul style="list-style-type: none">• Brian Fontana• Christine Aguilera
Solutions at Sea [NEVADA]	<ul style="list-style-type: none">• Brian Fontana• Christine Aguilera
Blue Water Café, LLC [ARIZONA]	<ul style="list-style-type: none">• Brian Fontana• Christine Aguilera
ICE Canada Holdings, LLC [DELAWARE]	<ul style="list-style-type: none">• Brian Fontana• Christine Aguilera
WMPH Vacations, LLC [DELAWARE]	<ul style="list-style-type: none">• Brian Fontana• Christine Aguilera



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

Re: International Cruise & Excursion Gallery, Inc. Ref. Number: F05000001274

Enclosed please find the corrected filing for International Cruise & Excursion Gallery, Inc.

Please call me with any questions. (602) 635-5274

Thank you,

A handwritten signature in black ink, appearing to read "Nicole Pacheco".

Nicole Pacheco
Legal Assistant