

P 14 000 66 105

Division of Corporations

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : ARAZOZA & FERNANDEZ-FRAGA P.A.
Account Number : 076624003440
Phone : (305)444-6226
Fax Number : (305)442-4829

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
GRUPO LAS ROSAS USA HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FL

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11/30/2022

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GRUPO LAS ROSAS USA HOLDINGS, INC.

DOCUMENT NUMBER: P14000066105

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

Please return all correspondence concerning this matter to the following:

LAURA KOHN
Name of Contact Person

ARAZOZA & FERNANDEZ-FRAGA P.A.
Firm/ Company

2100 SALZADO STREET, SUITE 300
Address

CORAL GABLES, FL 33134
City/ State and Zip Code

LAURA@ARAZOZA.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LAURA KOHN at (305) 444-6226
Name of Contact Person 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

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2022 NOV 29 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FL

Articles of Amendment
to
Articles of Incorporation
of

GRUPO LAS ROSAS USA HOLDINGS, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P14000066105

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P - President; V - Vice President; T - Treasurer; S - Secretary; D - Director; TR - Trustee; C - Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, P as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

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E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

ARTICLE V. "AUTHORIZED SHARES", OF THE ORIGINAL ARTICLES OF ORGANIZATION OF THIS ENTITY IS HEREBY DELETED IN ITS ENTIRETY, AND REPLACED WITH THE FOLLOWING:

ARTICLE V. AUTHORIZED SHARES

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 10,000 SHARES OF COMMON STOCK HAVING A NOMINAL OR PAR VALUE OF \$0.01 DOLLARS PER SHARE.

F. 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:

(If not applicable, indicate N/A)

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The date of each amendment(s) adoption: NOVEMBER 22, 2022, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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)

Dated NOVEMBER 22, 2022

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)

MARCO ANTONIO ALVAREZ BELENO

(Typed or printed name of person signing)

DIRECTOR / SECRETARY

(Title of person signing)