

F970000001414

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## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Yamaha de Panama, S.A.  
(Name of corporation)

**DOCUMENT NUMBER:** F97000001414

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Raul Incera

(Name of person)

Morrison, Brown, Argiz & Company

(Name of firm/company)

1001 Brickell Bay Drive, 9th Floor

(Address)

Miami, FL 33131

(City/state and zip code)

For further information concerning this matter, please call:

Raul Incera

(Name of person)

at ( 305 ) 377-9224

(Area code & daytime telephone number)

Enclosed is a check for the following amount:

☐

\$35.00 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  
409 E. Gaines Street  
Tallahassee, FL 32399

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 15, 2003

RAUL INCERA  
MORRISON, BROWN, ARGIZ & COMPANY  
1001 BRICKELL BAY DRIVE, 9TH FLOOR  
MIAMI, FL 33131

SUBJECT: YAMAHA DE PANAMA S.A. (INCORPORATED)  
Ref. Number: F97000001414

We have received your document for YAMAHA DE PANAMA S.A. (INCORPORATED) and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please provide the English translation for the name change amendment.

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) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 103A00030130

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# MORRISON, BROWN, ARGIZ

~~Certified Public Accountants~~ + COMPANY, LLP

December 18, 2003

Florida Division of Corporations  
Amendment Section  
Attn: Irene Albritton  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
03 DEC 24 PM 1:55  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Re: Yamaha de Panama, S.A.  
Document #: F97000001414

Dear Ms. Albritton:

We are writing on behalf of the above referenced entity with regards to your notice dated May 15, 2003. Your notice requested additional information translated to English from the entity with regards to their previously filed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.

Enclosed please find the following:

1. Original duly signed Articles of Amendment to Articles of Incorporation notarized on October 28, 2003 and certified by the Government of Panama on October 29, 2003.
2. Translated authentic copy of the minutes of the stockholder's meeting authorizing the amendment to the Articles of Incorporation and authorizing the change of name. This document was certified by the Government of Panama on October 24, 2003.
3. Copy of letter from the Florida Department of State dated May 15, 2003.
4. Original duly signed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida


Please note that the taxpayer has paid the \$43.75 filing fee and certified copy fee.

Please proceed with the name change as soon as possible.

If you have any questions, please call me at (305) 377-9224.

Very truly yours,

Morrison, Brown, Argiz & Farra, LLP

  
Raul Ingera, CPA  
Partner

Cc: Manuel Acevedo

[www.mba-cpa.com](http://www.mba-cpa.com)

1001 Brickell Bay Drive, 9th floor  
Miami, Florida 33131  
Tel: 305-373-5500 Fax: 305-373-0056

110 East Broward Blvd., Suite 1700  
Ft. Lauderdale, Florida 33301  
Tel: 954-343-5999 Fax: 954-343-5040

1113 Spruce Street, Suite 301  
Boulder, Colorado 80302  
Tel: 303-381-2550 Fax: 303-381-2551

**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)**

F97000001414

(Document number of corporation (if known))

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Yamaha de Panama, S.A.  
(Name of corporation as it appears on the records of the Department of State)
2. Panama  
(Incorporated under laws of)
3. March 19, 1997  
(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? April 1, 2003
5. Yamaha Music Latin America, S.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)
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)

  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

TOSHIAKI YAMASHITA

(Typed or printed name)

MAY 06, 2003

(Date)

PRESIDENT, DIRECTOR

(Title)

**Articles of Amendment  
To  
Articles of Incorporation  
of**

**Yamaha de Panama S.A. (Incorporated)**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the corporate statutes in the Republic of Panama, this Panamanian corporation adopts the following articles of amendment to its articles of incorporation:

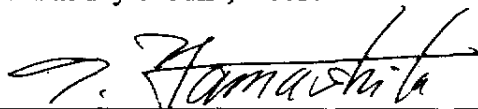
- First:** Amend article 1 of the articles of incorporation to read: The name of the corporation is Yamaha Music Latin America, S.A.
- Second:** The date of the amendment's adoption was March 6, 2003
- Third:** The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

or

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this ninth day of June, 2003.

Signature



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

or by a director if adopted by the directors

typed or printed name **Toshiaki Yamashita**

Title **President and Director**

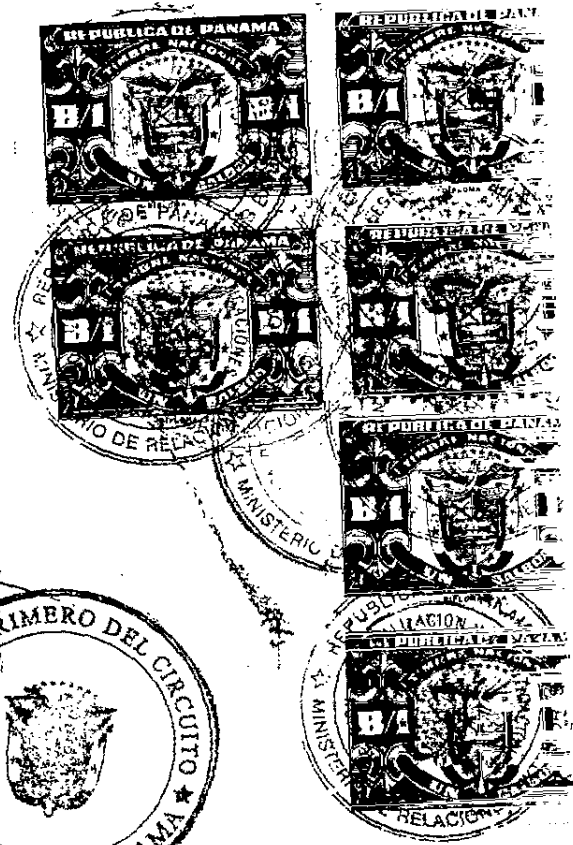
Manuel Cupas Fernández, Notario Público Del Circuito de Panamá, con cedula de Identidad Personal No. 8-167-343

**CERTIFICA:**

Que: La(s) firma(s) que aparece(n) en el presente documento ha(n) sido reconocida(s) por el(los) firmante(s) como suya(s) por consiguiente dicha(s) firma(s) es (son) autentica(s).

Panamá, 28 OCT 2003

  
Licdo. Manuel Cupas Fernández  
Notario Público Primero  
150



**APOSTILLE**

(Convention de La Haye du 5 octobre 1961)



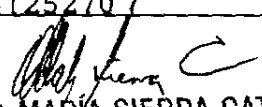
1. En Panamá el presente documento público
2. ha sido firmado por MANUEL CUPAS FERNANDEZ
3. quién actúa en calidad de NOTARIO
4. y está revestido del sello / timbre de NOTARIA PUBLICA PRIMERA  
DEL CIRCUITO DE PANAMA.

**CERTIFICADO**

5. En el Ministerio de Relaciones Exteriores 6. el día 29-10-2003
7. por JEFE DE AUTENTICACIONES Y LEGALIZACIONES
8. bajo el número 150/EDE.G. NR-125270



10. Firma

  
**OLGA MARIA SIERRA CATANO**

Firma Autorizada

Dirección de Autenticaciones y Legalizaciones  
Ministerio de Relaciones Exteriores

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TALLAHASSEE, FLORIDA

[COAT OF ARMS OF THE REPUBLIC OF PANAMA]

**REPUBLIC OF PANAMA**

**Province of Panama**

**FIRST NOTARY OF THE CIRCUIT**

**Attorney MANUEL CUPAS FERNANDEZ**

**FIRST NOTARY PUBLIC**

**TORRE COSMOS**

Telephones: 225-2497

MAIN FLOOR, OFFICE N° 3

P. O. BOX: 55-0218

225-2463

MANUEL MARIA ICAZA AVENUE

PAITILLA

Telefax: 225-2360

BANKING CENTER

**COPY**

Public Deed No. 1,662 OF THE 6<sup>th</sup> OF MARCH OF 2003

**WHEREBY** an authentic copy of the Minutes of the Stockholders' General Assembly of **YAMAHA MUSIC LATIN AMERICA, S. A.** are protocolized, whereupon Clause First of the Articles of Incorporation is hereby amended and a new Resident Agent of the corporation is appointed.



-----TRANSLATION-----

PUBLIC DEED NUMBER ONE THOUSAND SIX HUNDRED SIXTY-TWO----- (1,662)-----

**WHEREBY** an authentic copy of the Minutes of the Stockholders' General Assembly of **YAMAHA DE PANAMA, S. A.** are protocolized, whereupon Clause First of the Articles of Incorporation is hereby amended and a new Resident Agent of the corporation is appointed.

Panama, March 6, 2003

=====

In the City of Panama, Capital of the Republic and seat of the Notarial Circuit of the same name, on the sixth (6<sup>th</sup>) day of the month of March of two thousand three (2003), before me, MANUEL CUPAS FERNANDEZ, First Notary Public of the Circuit of Panama, holder of personal identity card number eight-one hundred sixty-seven-three hundred forty-three (8-167-343), personally appeared Attorney LINETTE LANDAU, female, Panamanian, of legal age, single, practicing attorney-at-law, holder of personal identity card number eight-one hundred ninety-four-eight hundred forty-three, whom I attest is known to me, a member of K ESTUDIO LEGAL TRIBUTARIO (in Spanish) or K TAX & LEGAL (in English), a professional law firm, duly authorized for this act by means of Minutes of the Stockholders' General Assembly dated the fourteenth (14<sup>th</sup>) of February of two thousand three (2003) of YAMAHA DE PANAMA, S. A., a corporation organized and existing under the laws of the Republic of Panama, which is registered in the Section of Mercantile Persons at the Public Registry at Volume one thousand one hundred eighty-eight (1188), Folio one hundred sixty-four (164), Entry one hundred twenty-five thousand six hundred fifty-six"B" (125,656"B"), as of the twenty-fourth (24<sup>th</sup>) day of September of nineteen hundred seventy-five (1974), and updated at Microjacket five thousand one hundred sixty-nine (5169), and she stated that she was delivering to me for its protocolization in this Public

Deed, which indeed I do protocolized, an authentic copy of the Stockholders General Assembly of said corporation, held on the fourteenth (14<sup>th</sup>) day of February of two thousand three (2003), whereupon Clause First of the Articles of Incorporation is hereby amended and a new Resident Agent for the corporation is appointed.-----The text of the document being protocolized is transcribed in the copy of this instrument.-----I advised the appearing parties that the copy of this public deed must be registered and after it was read to them in the presence of the instrumental witnesses LOURDES PEREZ holder of personal identity card number four-two hundred fifty-one-five hundred forty-nine (4-251-549) and ANJANETTE BOUCHE holder of personal identity card number four-two hundred thirty-four-seven hundred thirty-six (4-234-736), both of them of legal age, residents of this city, whom I know and are qualified for the position, they found it in agreement, gave their approval thereof and they all sign for the record before me, the Notary who attests.-----This Public Deed bears the <sup>A</sup>sequence number of ONE THOUSAND SIX HUNDRED SIXTY-TWO----- (1,662)-----  
(Sgd.) LINETTE LANDAU----- (Sgd.) LOURDES PEREZ-----  
(Sgd.) ANJANETTE BOUCHE----- (Sgd.) MANUEL CUPAS FERNANDEZ, First Notary Public of the Circuit of Panama.-----  
-----  
-----MINUTES OF THE STOCKHOLDERS' GENERAL ASSEMBLY OF-----  
-----YAMAHA DE PANAMA, S. A.-----  
-----Held on February 14, 2003-----  
It being 10:00 o'clock in the morning on February 14, 2003, prior waiver of notice made on this date, a meeting of Stockholders of YAMAHA DE PANAMA, S. A., was held in the City of Panama, Republic of Panama.-----  
There were present at said meeting by proxy all of the issued and outstanding shares of the corporation.-----There being the required quorum, Mr. TOSHIAKI YAMASHITA, President of the corporation

called the meeting to order and Mr. MANUEL ACEVEDO, Secretary of the corporation, kept the Minutes thereof.-----The President stated that the purpose of the meeting was to amend Clause First of the Articles of Incorporation, to appoint a new resident agent for the corporation and to confer a special authorization to represent the corporation.-----Upon motion duly made and seconded, the following resolutions were unanimously approved:-----RESOLVED:-----1. To amend Clause First of the Articles of Incorporation to read as follows:-----"FIRST: The name of the corporation is: YAMAHA MUSIC LATIN AMERICA, S.A." 2. To appoint the law firm K ESTUDIO LEGAL TRIBUTARIO (in Spanish) or K TAX & LEGAL (in English) as the new Resident Agent for the corporation.- 3. To authorized the law firm K ESTUDIO LEGAL TRIBUTARIO (in Spanish) or K TAX & LEGAL (in English) to protocolize and register these Minutes.----There being no further business to be dealt with, the meeting was unanimously declared adjourned.-----

(Sgd. Illegible) TOSHIKI YAMASHITA, President-----

(Sgd. Illegible) MANUEL ACEVEDO, Secretary-----

I CERTIFY THAT: All of the issued and outstanding shares of the corporation were present at the meeting by proxy.-----

(Sgd. Illegible) MANUEL ACEVEDO, Secretary-----

This copy that I issue, seal and sign in the City of Panama, on the eighteenth (18<sup>th</sup>) day of the month of March of two thousand three (2003), concurs with its original.-----

(Sgd.) Manuel Cupas Fernandez----Lic. MANUEL CUPAS FERNANDEZ-----

First Notary Public---[Official Seal of the First Notary Public]-----

PUBLIC REGISTRY-----A copy of this document was registered in the Mercantile Section as of the fourteenth of March of two thousand three---

Microjacket: 5169-----Document 445025-----Fees paid: B/.10.00-----

Panama, March 19, 2003-----Chief of the Section----- (Sgd.) Luz R. de

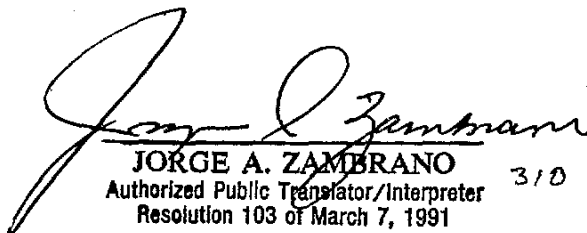
Rodriguez-----[Seal of the Public Registry of Panama]-----

[Seal: Authentication Department---Ministry of Government and Justice]---

The undersigned official of the Authentication Department of the Ministry of Foreign Affairs duly authorized for this act-----CERTIFIES-----that the foregoing signature which reads: LUZ DE RODRIGUEZ is authentic of the official that on the 19<sup>th</sup> day of March of the year 2003 held the position of Chief of the Section at the Public Registry of Panama-----Panama, March 20 of the year 2003-----RN 103625-----Authentication N°1/RC-----

Translators Note: There appears a stamp with a Portuguese text thereon.--

TRUE TRANSLATION OF THE ORIGINAL DOCUMENT IN SPANISH THAT WAS PRESENTED TO ME. PANAMA, OCTOBER 15, 2003.

  
JORGE A. ZAMBRANO 310  
Authorized Public Translator/Interpreter  
Resolution 103 of March 7, 1991