

**L040000624188**

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(City/State/Zip/Phone #)

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\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 20 2016  
J. HARRIS

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

Boobaloo USA, LLC

**SUBJECT:** \_\_\_\_\_  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thierry Rougeau

\_\_\_\_\_  
Name of Person

Boobaloo USA, LLC

\_\_\_\_\_  
Firm/Company

299 Alhambra Circle, Suite 318

\_\_\_\_\_  
Address

Coral Gables, FL 33134

\_\_\_\_\_  
City/State and Zip Code

mrougeau@boobaloo-us.com

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

For further information concerning this matter, please call:

Maria Rougeau

305

3772288

at (\_\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$60.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**MAILING ADDRESS:**

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

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**TO  
ARTICLES OF ORGANIZATION  
OF**

Boobaloo USA, LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 03/29/2004 and assigned  
Florida document number L04000026188.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

New Registered Office Address:

*Enter Florida street address*

\_\_\_\_\_, Florida

*City*

*Zip Code*

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

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

If Changing Registered Agent, Signature of New Registered Agent

or removed from our records:

MGR = Manager

AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
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PM 4:41  
REMOVED

Change of Address:

TRB Associates, LLC

299 Alhambra Circle

Suite 318

Coral Gables, FL 33134

Change of Address:

PTA Group

Via E. Curiel 17

20060 - Liscate Milan

Change of Interest as Indicated by Attached Document:

TRB Associates: 51%

PTA Group: 49%

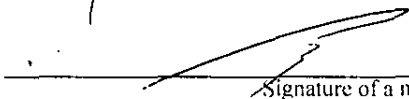
**E. Effective date, if other than the date of filing: \_\_\_\_\_ (optional)**

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

**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.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of:  
(b) The 90th day after the record is filed.

Dated September 14<sup>th</sup>, 2016



Signature of a member or authorized representative of a member

Thierry Rougeau

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

ADDENDUM 1-2008

Addendum to the "Operating Agreement" of Boobaloo USA LLC (BBL) entered into on \_\_\_\_\_ by and between TRB Associates, LLC ("TRB") and Publtimeanimazioni SPA ("Publtime"):

WHEREAS, the Company PTA Group, S.r.l., with its corporate legal office in Via Angelo Maj, 4 - Bergamo - Italy, in the person of its legal representative and only administrator Massimo Galbusera, henceforward is referred to as "PTAG"; and

WHEREAS, during the liquidation proceedings, the Tribunal has sold to PTAG Publtimeanimazioni s.r.l.'s assets including the trademark "Boobaloo"; and

WHEREAS, PTAG has committed to TRB that it is ready, willing and able to fulfill Publtimeanimazioni s.r.l.'s obligations under the initial Operational Agreement of BBL; and

WHEREAS, Publtimeanimazioni s.r.l. entered into liquidation per the November 10th, 2005 order from the Tribunal of Milan, civil section II. Following this event, the Tribunal of Milan, per June 2008 order has transferred all debts of BBL with Publtime and ownership of its 58.5% interest in BBL to PTAG. PTAG then agrees to cancel all debts to BBL, which will be included as PTAG Paid In Capital.

WHEREAS, TRB and PTAG have entered into a "transfer of ownership interest" agreement and agreed that PTAG will transfer 9.5% of its interest in BBL to TRB so that the new % of ownership in BBL is as follows:

- TRB: 51.0%
- PTAG: 49.0%

TRB and PTAG have agreed to amend the "Operating Agreement" of BBL to reflect their "transfer of ownership interest" agreement as follows:

- ARTICLE 6.03: A, B, C

(A) The Management Committee shall be composed of three (3) individuals, two (2) of whom are appointed by TRB (Thierry Rougeau and Raphael Boulot) and one (1) individual to be appointed by PTAG (Massimo Galbusera).

(B) TRB and PTAG shall notify each other of the names of individuals each is appointing, withdrawing, non-renewing or re-appointing at least five days prior to a scheduled meeting of the Management Committee at which action shall be taken concerning membership on the Management Committee. If a member of the Management Committee resigns or has his/her appointment non-renewed or withdrawn, a successor shall be appointed by the party which originally appointed the predecessor.

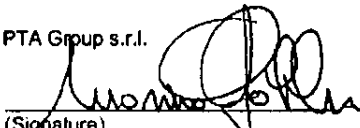
(C) One of the members of the Management Committee that is appointed by TRB shall be elected to serve as Chair. The Chair shall serve for a period of two years. It is agreed the Company's new Chair shall be Thierry Rougeau. Following his term, the next Chair shall be elected by a majority of the Management Committee. A Chair shall not be elected unless all members of the Management Committee are present.

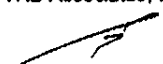
- Article 6.03 (D): the following text shall be removed from the original document:

"The Managing Member may be requested to resign and shall resign if the COMPANY fails to meet its purchase quotas under the Distribution Agreement for two consecutive years without cause attributable to force majeure. In the case the Managing Member does not resign, he can be removed if COMPANY fails to meet its purchase quotas under the Distribution Agreement for two consecutive years without cause attributable to force majeure. Managing Member shall not contest the decision to remove him, but retains the right to challenge whether or not there was cause for the action."  
"... severance will not apply to years where purchase objectives were not met."

- Article 7.03 (B): the following text shall be removed from the original document:

"The Management Committee may also propose the admission of a new member whose exceptional knowledge or expertise will foster the achievement of the Company's business goals and development. In such case, the Management Committee shall admit the additional Member into the Company upon such terms and conditions, including contribution of capital, as are deemed appropriate by the Management Committee and upon passage of the admission by a 75% vote; provided, however, that no existing Member shall be required to transfer more than 7.5% of its interest to a new Member and further provided that each existing Member shall be required to transfer an equal share of its interests to any new Member."

PTA Group s.r.l.  
By:   
(Signature)  
Name: MASSIMO GALBUSERA  
Title: ADMINISTRATORE UNICO  
Date: 23/06/2008

TRB Associates, LLC.  
By:   
(Signature)  
Name: Thierry Rougeau  
Title: Managing Member  
Date: July 1st, 2008

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