

MO4000001467

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Wrong form

Office Use Only



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FILED
2016 MAR 28 P 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 29 2016

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 26, 2016

ADRIENNE CORNEJO
18851 NE 29 AVENUE, SUITE 601
AVENTURA, FL 33180

SUBJECT: PHOENIX PACKAGING LLC
Ref. Number: M04000001467

We have received your document for PHOENIX PACKAGING LLC and your check(s) totaling \$25.00. 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 LLC, but your entity is a FOREIGN LLC. 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) 245-6051.

Stacey M Mason
Regulatory Specialist II

Letter Number: 416A00004083

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Phoenix Packaging LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adrienne Cornejo
Name of Person

Phoenix Packaging
Firm/Company

18851 NE 29 ave Ste 601
Address

Aventura, FL 33180
City/State and Zip Code

Adrienne.Cornejo@grupoPhoenix.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Adrienne Cornejo at (954) 2410023
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Phoenix Packaging, LLC

Enter new principal office address, if applicable:

(Principal office address

MUST BE A STREET ADDRESS)

18851 NE 29 Ave St 601
Aventura, FL 33180

Enter new mailing address, if applicable:

(Mailing address

MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is:

M04000001467

3. Jurisdiction of its organization: Delaware LLC

4. Date authorized to do business in Florida:

April 19, 2004

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company:

Grupo Phoenix Corporate Services, LLC
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer 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:

N/A

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.

N/A

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

N/A

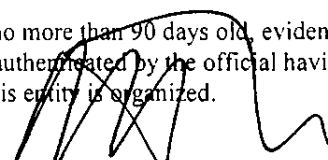
8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

N/A

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
------------------------	-------------	----------------	-----------------------

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9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of the authorized representative

Aberto Peis.ach / Manager
Typed or printed name of signee

Filing Fee: \$25.00

FILED
2016 MAR 28 P 3:38
SECRETARY OF STATE
TAMPA FLORIDA

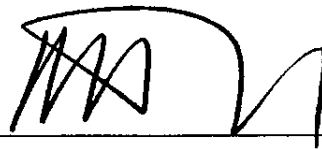
**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
OF
PHOENIX PACKAGING LLC**

Pursuant to the Delaware Limited Liability Company Act, as amended, the undersigned company adopts the following Certificate of Amendment to its Certification of Formation:

1. The name of the Company is Phoenix Packaging LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

FIRST: The name of the limited liability company formed hereby is: Grupo Phoenix Corporate Services, LLC.
3. This Certificate of Amendment to the Certificate of Formation shall become effective as of 12:01 AM on March 1, 2016.
4. Except as hereby amended, the Certificate of Formation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Formation of Phoenix Packaging LLC as of February 22, 2016

A handwritten signature in black ink, appearing to be 'Alberto Peisach', written over a horizontal line.

Alberto Peisach
Manager

**JOINT WRITTEN CONSENT
OF THE
MANAGERS
AND THE
SOLE MEMBER
OF
PHOENIX PACKAGING LLC**

Effective as of March 1, 2016

The undersigned, being the managers (the "Managers") and the sole member (the "Member") of Phoenix Packaging LLC, a Delaware limited liability company (the "Company"), pursuant to the provisions of the Delaware Limited Liability Company Act, as amended, do hereby agree and consent that when the Managers and the Member have signed this consent the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at formal meetings of the Managers and the Member, respectively, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

1. Approval of Certificate of Amendment to Certificate of Formation

WHEREAS, the Managers and the Member deem it advisable and in the best interests of the Company, the Managers and the Member to amend the Company's Certificate of Formation by filing with the Secretary of State of the State of Delaware a Certificate of Amendment to the Certificate of Formation, substantially in the form of the document attached hereto as Exhibit A (the "Certificate of Amendment"), in order to effectuate the change in name of the Company from "Phoenix Packaging LLC" to "Grupo Phoenix Corporate Services, LLC".

NOW, THEREFORE, BE IT:

RESOLVED, that the Certificate of Amendment be, and it hereby is, approved, ratified and confirmed in all respects, effective as of the date first written above; and it is

FURTHER RESOLVED, that the Managers and the Member be, and each of them hereby is, directed to file the Certificate of Amendment with the Secretary of State of the State of Delaware as soon as reasonably practicable.

2. General Ratification and Authorization

FURTHER RESOLVED, that in addition to and without limiting the foregoing, each of the Managers, acting individually or jointly, be, and each of them hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Company, all such instruments and documents as such person may deem necessary or appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be, by or under the direction of the appropriate

Managers of the Company) and all actions heretofore taken by the Managers, the Member and agents of the Company in connection with the subject of the foregoing recitals and resolutions be, and they hereby are, approved, ratified and confirmed in all respects as the acts and deeds of the Company; and it is


FURTHER RESOLVED, that a facsimile or other electronic copy of this written consent shall be deemed an original and any person may rely upon a facsimile or other electronic copy of this written consent in determining the validity of the actions taken by the Managers and the Member hereunder; and it is

FURTHER RESOLVED, that the undersigned hereby directs that a copy of this written consent be filed with the minutes of the proceedings of the Managers and the Member.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the Managers and the Sole Member of Phoenix Packaging LLC, have executed this Joint Written Consent for the purpose of giving consent thereto effective as of the date first written above.

MANAGERS:

A stylized, cursive signature in black ink, appearing to read 'Alberto Peisach', written over a horizontal line.

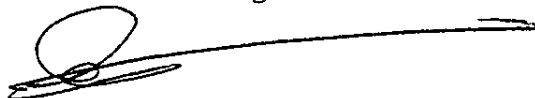
Name: Alberto Peisach

Title: Manager

A cursive signature in black ink, appearing to read 'Jaime Lederman', written over a horizontal line.

Name: Jaime Lederman

Title: Assistant Manager

A cursive signature in black ink, appearing to read 'Ed Kopetman', written over a horizontal line.

Name: Ed Kopetman

Title: Assistant Manager

SOLE MEMBER:

PHOENIX PACKAGING HOLDING CORP.

A stylized, cursive signature in black ink, appearing to read 'Alberto Peisach', written over a horizontal line.

By: _____

By: Alberto Peisach

Title: Director

EXHIBIT A

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION