

M14000008201

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

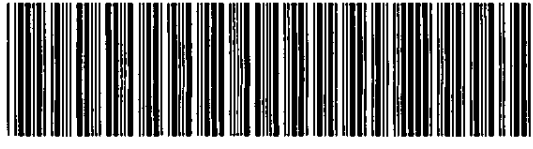
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03/08/16--01003--027  
16 MAR - 7 PM 4: 30  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
2016 MAR - 7 PM 4: 52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 08 2016  
Y SULKER

**LOUISE MARTIN-VALIQUETTE**  
ATTORNEY AND COUNSELOR AT LAW

1 ROCKLEDGE AVE.  
OSSINING, NEW YORK 10562

TEL. (914) 944-0960 FAX (914) 941-7245  
E-mail: lmalıquette@yahoo.com

February 26, 2016

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: New Strategies S.R.L., LLC

Dear Madam or Sir:

Please find herewith an Application for Amended Certificate of Authority for the above-mentioned entity, together with a check in the amount of \$50.00.

I must point out to you that an amendment to the articles of organization of an Italian entity is done by a private instrument ("Verbale di Assemblea") before a civil-law notary in Italy. It is then filed with the Chamber of Commerce of Milan (see attached extract). There is no such thing as a Department of State in Italy.

I am fluent in Italian, so I translated it for your benefit. I attach a certificate of accuracy.

Do not hesitate to contact me if you have any questions.

Sincerely,



Louise Martin-Valiquette

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** New Strategies S.R.L., 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:

Louise Martin-Valiquette, Esq.

Name of Person

Firm/Company

1 Rockledge Avenue

Address

Ossining, NY 10562

City/State and Zip Code

LMVALIQUETTE@YAHOO.COM

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

For further information concerning this matter, please call:

Louise Martin-Valiquette at ( 914 ) 944-0960

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: New Strategies S.R.L., LLC

Enter new principal office address, if applicable: 42 Gulf Blvd., #10  
Indian Rocks Beach, FL 33785  
*(Principal office address  
MUST BE A STREET ADDRESS)*

Enter new mailing address, if applicable: 42 Gulf Blvd., #10  
Indian Rocks Beach, FL 33785  
*(Mailing address  
MAY BE A POST OFFICE BOX)*

2. The Florida document number of this limited liability company is: M14000008201

3. Jurisdiction of its organization: Italy

4. Date authorized to do business in Florida: 11/12/2014

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

5. New name of the limited liability company: \_\_\_\_\_  
(must contain "Limited Liability Company," "L.L.C." or "LLC.")

**AX FOR PHARMA S.R.L., 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: \_\_\_\_\_

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

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

\_\_\_\_\_

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

\_\_\_\_\_

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

			<input type="checkbox"/> Add
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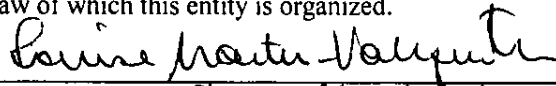
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			<input type="checkbox"/> Add
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MAR - 7  
 PH 4: 30  
 ADD

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

**Louise Martin-Valiquette, Esq.**  
 \_\_\_\_\_  
 Typed or printed name of signee

**Filing Fee: \$25.00**

**LOUISE MARTIN-VALIQUETTE**  
ATTORNEY AND COUNSELOR AT LAW

1 ROCKLEDGE AVE.  
OSSINING, NEW YORK 10562

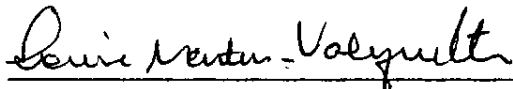
TEL. (914) 944-0960 FAX (914) 941-7245  
E-mail: lnavaliquette@yahoo.com

WESTCHESTER COUNTY        )  
  ) ss:  
STATE OF NEW YORK        )

**CERTIFICATE OF ACCURACY**

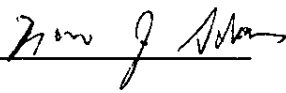
I the undersigned, Louise Martin-Valiquette, being duly sworn, state what follows:

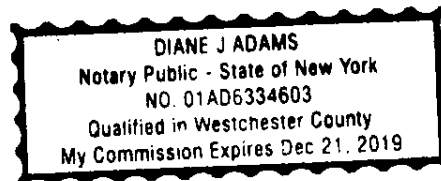
1. I am an attorney duly admitted in the State of New York.
2. I speak Italian and English fluently, and I am thoroughly familiar with the procedure for amending the Articles of Organization of an Italian entity.
3. I have translated the original document entitled "Verbale di Assemblea" and the extract from the Chamber of Commerce of Milan from Italian into English, and, to the best of my knowledge, this is a complete and accurate translation of the original documents.



Louise Martin-Valiquette, Esq.

Signed before me this 26<sup>th</sup> day of February, 2016  
In Ossining, New York.

  
\_\_\_\_\_  
Notary Public





CAMERA DI  
COMMERCIO  
MILANO



registroimprese

www.registroimprese.it

N. PRA/346574/2015/CMAUTO

PROTOCOLLO AUTOMATICO, 18/12/2015

RICEVUTA DELL'AVVENUTA PRESENTAZIONE VIA TELEMATICA ALL'UFFICIO  
REGISTRO IMPRESE DI MILANO  
DEI SEGUENTI ATTI E DOMANDE:

RELATIVAMENTE ALL'IMPRESA:  
NEW STRATEGIES S.R.L

FORMA GIURIDICA: SOCIETA' A RESPONSABILITA' LIMITATA  
CODICE FISCALE E NUMERO DI ISCRIZIONE: 12923930155  
DEL REGISTRO IMPRESE DI MILANO

SIGLA PROVINCIA E N. REA: MI-1596637

ELENCO DEGLI ATTI PRESENTATI:

- 1) A05 MODIFICHE ATTO COSTITUTIVO (SOC DI CAPITALI E COOPERATIVE)  
DT.ATTO: 05/12/2015

ELENCO DEI MODELLI PRESENTATI:

P	n. 2	ISCRIZIONE NEL RI E REA DI ATTI E FATTI RELATIVI A PERSONE
C1		COMUNICAZIONE UNICA PRESENTATA AI FINI R.I.
S2	RIQ 01	NUOVA DENOMINAZIONE O RAGIONE SOCIALE
S2	RIQ 13	ORGANI SOCIALI E CARICHE
S2	RIQ A	MODIFICA A SOCIETA' CONSORZIO, G.E.I.E, ENTE PUBBLICO ECON.

DATA DOMANDA: 18/12/2015 DATA PROTOCOLLO: 18/12/2015

INDIRIZZO DI RIFERIMENTO:

FRNNL55C22A345S-FARAONE ANTONELLO-ANTONE

Estremi di firma digitale

Signature Not Verified

Digitally signed by GIANFRANCESCO VANZELLI  
Date: 2015.12.18 16:22:58 CET  
Reason: Conservatore Registro Imprese  
Location: C.C.I.A.A. di MILANO



Dal 5 marzo 2014 la Visura del Registro Imprese presenta una nuova veste grafica con informazioni più chiare e un QR Code che ti permette di verificare l'autenticità e l'ufficialità del documento camerale.  
Per ulteriori informazioni puoi rivolgerti alla tua Organizzazione Imprenditoriale o al tuo Professionista di fiducia.



CAMERA DI  
COMMERCIO  
MILANO



registroimprese

www.registroimprese.it

N. PRA/346574/2015/CMIAUTO

PROTOCOLLO AUTOMATICO, 18/12/2015

VOCE PAG.	MODALITA' PAG.	IMPORTO	DATA/ORA
DIRITTI DI SEGRETERIA	CASSA AUTOMATICA	**90,00**	18/12/2015 16:22:31

RISULTANTI ESATTI PER:

DIRITTI \*\*90,00\*\* CASSA AUTOMATICA

TOTALE EURO \*\*90,00\*\*

\*\*\* Pagamento effettuato in Euro \*\*\*

FIRMA DELL'ADDETTO  
PROTOCOLLO AUTOMATICO

IL RESPONSABILE DEL PROCEDIMENTO  
IL CONSERVATORE GIANFRANCESCO VANZELLI

Data e ora di protocollo: 18/12/2015 16:22:31

Data e ora di stampa della presente ricevuta: 18/12/2015 16:22:31



Dal 5 marzo 2014 la Visura del Registro Imprese presenta una nuova veste grafica con informazioni più chiare e un QR Code che ti permette di verificare l'autenticità e l'ufficialità del documento camerale.  
Per ulteriori informazioni puoi rivolgerti alla tua Organizzazione Imprenditoriale o al tuo Professionista di fiducia.



**Repertorio n. 10933**

**Raccolta n. 6733**

----- **VERBALE DI ASSEMBLEA** -----

----- **REPUBBLICA ITALIANA** -----

L'anno duemilaquindici il giorno cinque del mese di dicembre in Roma, nel mio studio alla via Giuseppe Pisanelli n. 4, alle ore 19.00. -----

----- **5 dicembre 2015** -----

Davanti a me Antonello Faraone, Notaio in Roma, iscritto nel Collegio Notariele dei Distretti Riuniti di Roma, Velletri e Civitavecchia, -----

----- è comparsa la signora -----

----- **LEONORI Antonella,** -----

nata a Roma (RM) il 27 febbraio 1944, codice fiscale LNR NNL 44B67 H501V, domiciliata per la carica ove appresso, cittadina italiana, la quale dichiara di intervenire al presente atto non in proprio ma nella sua qualità di Presidente dell'Assemblea, come appresso precisato, della società -----

----- **"NEW STRATEGIES S.R.L.",** -----

con sede in Segrate (MI), via Fratelli Cervi Res. Fontanile 703, capitale sociale euro 30.000,00, interamente versato, codice fiscale, partita IVA e numero di iscrizione presso il Registro delle Imprese di Milano 12923930155, iscritta presso la C.C.I.A.A. di Milano al n. REA 1596637, capitale sociale, legittimata a quest'atto ai sensi del vigente statuto sociale. -----

----- \* \* \* \* \* -----

Detta comparente, della cui identità personale io notaio sono certo, mi chiede di assistere, redigendone il relativo verbale, all'Assemblea della predetta Società "NEW STRATEGIES S.R.L.", convocata in questo giorno, nel luogo ed ora suindicati per discutere e deliberare sul seguente: -----

----- **ORDINE DEL GIORNO** -----

- 1) cambio della denominazione sociale -----
  - 2) modifica dell'organo amministrativo da amministratore unico a due co-amministratori con poteri disgiunti; -----
  - 3) autorizzazione a contrarre con se stessa per l'ottenimento da parte della società di un prestito personale fino alla concorrenza di euro trecentomila; -
- Aderendo a detta richiesta, io Notaio do atto di quanto segue: -----  
a norma dell'art. 24.1 (ventiquattro comma uno) del vigente statuto sociale, assume la presidenza dell'Assemblea, su unanime designazione degli intervenuti, la sovracomparsa LEONORI Antonella, la quale -----

----- **constatato** -----

- che l'Assemblea è stata irrualmente convocata; -----
- che l'art. 23.2 (ventitre comma due) del vigente statuto sociale consente che l'Assemblea sia convocata anche al di fuori della sede sociale, purché in Italia; -----
- che è presente l'organo amministrativo in persona dell'Amministratore unico RUOSI Andrea Massimo, nato a Roma (RM) il 7 ottobre 1969, domiciliato per la carica presso la sede sociale, il quale interviene mediante collegamento in audio conferenza; -----

- che è presente l'intero capitale sociale nelle persone dei soci: -----

a) RUOSI Andrea Massimo, sopra generalizzato, titolare di una quota di partecipazione pari a nominali euro 17.100,00 (diciassettemilacento e centesimi zero), pari al 57% (cinquantasette per cento) del capitale sociale; -----

b) sè medesima LEONORI Antonella, titolare di una quota di partecipazione pari a nominali euro 12.900,00 (dodicimilanovecento e centesimi zero)

Registrato a Roma 4

il giorno 15/12/2015

al n. 32044 Serie 1T

Trascritto a MILANO 2

il 17/12/2015

R.G. 127194

R.P. 82561

pari al 43% (quarantatre per cento) del capitale sociale; -----  
- che nessuno dei presenti si oppone alla trattazione degli argomenti posti  
all'ordine del giorno -----

----- **dichiara** -----

- che ha accertato l'identità e la legittimazione degli intervenuti ai sensi di  
legge senza che emergesse alcun rilievo critico in proposito; -----  
- che pertanto la presente Assemblea, pur irritualmente convocata, è costi-  
tuita nella sua forma totalitaria ed è pertanto idonea a deliberare sul predetto  
ordine del giorno. -----

Aperta l'adunanza e passando alla trattazione del primo argomento posto al-  
l'ordine del giorno, il Presidente illustra all'Assemblea i motivi che rendono  
opportuno il cambio della denominazione sociale dalla sua attuale formula-  
zione in "AX for Pharma S.R.L.". -----

Quindi il Presidente illustra le ragioni che inducono ad affidare l'ammini-  
strazione della società non più ad un amministratore unico ma a due ammi-  
nistratori in via disgiuntiva tra loro, come consentito dall'art. 17.4 (dicias-  
sette comma quattro) del vigente statuto sociale, fermo quanto previsto dal-  
l'ultimo comma dell'art. 2475 cod. civ.. A tal fine suggerisce di nominare  
quali nuovi amministratori sè medesima e il signor RUOSI Andrea Massi-  
mo, il quale presenta le proprie dimissioni da Amministratore unico, dimis-  
sioni che vengono conservate agli atti sociali. -----

Da ultimo, ricorda la necessità di autorizzare, una volta accettata la carica,  
la medesima LEONORI Antonella a contrarre con se stessa per l'otteni-  
mento da parte della società di un prestito personale fino alla concorrenza di  
euro trecentomila. -----

Il Presidente apre quindi la discussione, esaurita la quale invita l'Assemblea  
a deliberare. L'Assemblea, dopo ampia discussione, all'unanimità con voto  
espreso per alzata di mano, il tutto come il Presidente accerta e mi dichia-  
ra, -----

----- **delibera:** -----

1) di modificare la denominazione sociale da "NEW STRATEGIES S.R.L."  
in "AX for Pharma S.R.L." e, pertanto, di modificare con effetto immediato  
l'articolo 1 (uno) dello statuto sociale come segue: "DENOMINAZIONE ---  
Art. 1 - E' costituita una società a responsabilità limitata con la denomina-  
zione: "AX for Pharma S.R.L.". -----

2) di nominare quali nuovi Amministratori, fino a revoca o dimissioni, i so-  
ci RUOSI Andrea Massimo e LEONORI Antonella, i quali, presenti in As-  
semblea, accettano la carica e dichiarano di non trovarsi in alcuna delle con-  
dizioni di ineleggibilità previste dalla legge; -----

3) di prevedere che i poteri di amministrazione e rappresentanza della socie-  
tà spettino ai predetti amministratori in via disgiuntiva tra loro, fermo quan-  
to previsto dall'ultimo comma dell'art. 2475 cod. civ.; -----

4) di autorizzare espressamente l'amministratore LEONORI Antonella a  
contrarre con se stessa per l'ottenimento da parte della società di un prestito  
personale fino alla concorrenza di euro trecentomila; -----

5) di autorizzare i testé nominati Amministratori ad apportare da soli, senza  
convocare ulteriormente l'Assemblea, le eventuali modifiche che le  
C.C.I.A.A. di Milano volesse richiedere in sede di iscrizione, delegandoli a  
compiere tutte le operazioni necessarie ad eseguire le presenti delibere. ----  
A questo punto il Presidente mi consegna il nuovo testo dello statuto sociale

aggiornato, così come modificato dalle delibere testé approvate, che si allega al presente atto **sotto la lettera "A"**, previa lettura datane da me Notaio alla comparente. -----

Non essendovi altro da deliberare e non avendo alcuno chiesto la parola, il Presidente dichiara sciolta la riunione assembleare alle ore 19.35. -----

Ai soli fini della voltura catastale e della trascrizione nei registri immobiliari ex art. 2650 cod. civ. il Presidente dà altresì atto che nel patrimonio sociale sono ricompresi i seguenti immobili siti nel Comune di Segrate (MI) via Fratelli Cervi snc, e precisamente: -----

- appartamento di civile abitazione con annessa cantina censito nel **Catasto Fabbricati del Comune di SEGRATE, al foglio 1, particella 86, subalterno 793, VIA FRATELLI CERVI n. SNC, piano T-S1, categoria A/2, classe 3, vani 5,5, superficie catastale totale 71 mq, totale escluse aree scoperte 71 mq, rendita euro 610,71;** -----

- box auto censito nel **Catasto Fabbricati del Comune di SEGRATE, al foglio 1, particella 110, subalterno 710, VIA FRATELLI CERVI n. SC, piano T, categoria C/6, classe 2, consistenza 7 mq, superficie catastale totale 7 mq, rendita euro 19,52.** -----

Le spese del presente atto e dipendenti sono a carico della società. -----

La comparente consente il trattamento dei suoi dati personali ai sensi della legge vigente, i quali potranno essere inseriti in banche dati, archivi informatici e sistemi telematici solo per fini connessi al presente atto, dipendenti formalità ed effetti fiscali conseguenti (D.Lgs. 196/2003 e successive modifiche). -----

Del che richiesto io Notaio ho redatto il presente verbale che ho letto in assemblea alla comparente la quale, da me interpellata, lo ha approvato e confermato. -----

Scritto in parte a macchina da persona di mia fiducia ed in parte a mano da me Notaio in due fogli per pagine otto circa, viene sottoscritto dalla comparente e da me Notaio in calce ed a margine nei fogli di cui consta a norma di legge alle ore 19.40. -----

F.to Antonella Leonori; -----

F.to Antonello Faraone - Notaio. -----

**CHAMBER OF COMMERCE OF MILAN**

**Company Register**  
www.registroimprese.it

No. PRA/346574/2015/CMIAUTO      AUTOMATIC PROTOCOL, 12/18/2015

RECEIVED FROM SUBMISSION BY TELECOMMUNICATIONS TO THE OFFICE OF THE COMPANY REGISTER OF MILAN THE FOLLOWING DOCUMENTS AND REQUESTS:

CONCERNING NEW STRATEGIES S.R.L.

LEGAL FORM: LIMITED LIABILITY COMPANY  
TAX CODE AND REGISTRATION NUMBER: 12923930155  
IN THE COMPANY REGISTER OF MILAN

PROVINCE CODE AND REA NO.: MI-1596637

LIST OF DOCUMENTS SUBMITTED:

1) A05 AMENDMENTS TO THE ARTICLES OF ORGANIZATION (COMPANIES AND COOPERATIVES)  
DATE OF DOCUMENT: 12/05/2015

LIST OF TEMPLATES SUBMITTED:

P            2 ENTRY IN RI AND REA OF DOCUMENTS AND FACTS RELATED TO PERSONS  
C1            SINGLE COMMUNICATION SUBMITTED FOR R.I. PURPOSES  
S2        RIQ 01 NEW COMPANY NAME  
S2        RIQ 13 CORPORATE BODIES AND FUNCTIONS  
S2        RIQ A AMENDMENT TO CONSORTIUM COMPANY, G.E.I.E., ECONOMIC PUBLIC COMPANY

DATE OF REQUEST: 12/18/2015    DATE OF PROTOCOL: 12/18/2015

REFERENCE: FRNNNL55C22A345S-FARAONE ANTONELLO-ANTONE

*Digital signature details*  
Signature not verified  
Digitally signed by GIANFRANCESCO VANZELLI  
Date: 2015.12.18 16:22:58 CET  
Reason: Company Register Officer  
Location: C.C.I.A.A. of Milan

**From March 5, 2014, the Extract from the Company Register has a new graphic format with clearer information and a QR Code by which one can verify the authentic and official nature of the Chamber's document.**

For further information, please contact a company or professional you trust.

**CHAMBER OF COMMERCE OF MILAN**

**Company Register**  
[www.registroimprese.it](http://www.registroimprese.it)

No. PRA/346574/2015/CMIAUTO      AUTOMATIC PROTOCOL, 12/18/2015

**DETAILED INFORMATION ON ALL THE TRANSACTIONS MADE ON THE AMOUNTS**

PAYMENT ITEM	PAYMENT TERMS	AMOUNT	DATE/TIME
ADMINISTRATIVE FEES	AUTOMATED TELLER	**90.00**	12/18/2015 4:22:31 pm

**COLLECTED FOR FEES**

TOTAL		**90.00**	AUTOMATED TELLER
TOTAL	EURO	**90.00**	

\*\*\* Payment made in Euros \*\*\*

**SIGNATURE BY THE EMPLOYEE**

**AUTOMATIC PROTOCOL**

**THE PERSON IN CHARGE OF THE PROCEDURE**

**THE REGISTRAR GIANFRANCESCO VANZELLI**

Data and time of Protocol: 12/18/2015 4:22:31 pm

Data and time at which this receipt was stamped: 12/18/2015 4:22:31 pm

**From March 5, 2014, the Extract from the Company Register has a new graphic format with clearer information and a QR Code by which one can verify the authentic and official nature of the Chamber's document.**

For further information, please contact a company or professional you trust.

Index No. 10933

Collection No. 6733

**MINUTES OF MEETING  
ITALIAN REPUBLIC**

[notes in the margin:  
Registered in Rome  
on December 15, 2015  
under No. 32044 Series IT

Transcribed in Milano 2  
on 12/17/2015  
G.R. 127194  
P.R. 82561]

On December 5, 2015, in my office located at 4 via Giuseppe Pisanelli, Rome, at 7:00 p.m.

-----**December 5, 2015**-----

Before me, Antonello Faraone, Notary in Rome, registered with the Board of Notaries for the Joint Districts of Rome, Velletri, and Civitavecchia,

-----appeared Ms.-----

**Antonella Leonori**

born in Rome (Rome) on February 27, 1944, tax code LNR NNL 44B67 H501V, having elected domicile at the above office, Italian citizen, who declares to intervene in this instrument not on her own but in her capacity of President of the Meeting of the Members, as indicated below, of the Company

**"NEW STRATEGIES S.R.L."**

with registered office at Res. Fontanile 703, Via Fratelli Cervi, Segrate (MI), fully-paid authorized capital of 30,000.00 euros, tax code, VAT number, and registration number with the Milan Company Register 12923930155, registered with the Chamber of Commerce of Milan under No. REA 1596637, capital, identified for the purposes of this record in accordance with the bylaws in effect.

\* \* \* \* \*

Said appearing party, the personal identity of whom is fully known to me as a Notary, asks me for my help in drafting the minutes of the Meeting of the above-mentioned company "NEW STRATEGIES S.R.L.," convened for this day, at the above-mentioned place and time to discuss and resolve upon the following:

**AGENDA**

- 1) Change of the Company's name
- 2) Changes in the management body of the Company from a single director to two joint directors with separate powers:
- 3) Authorization to contract with itself for the Company to obtain a personal loan up to three hundred thousand euros (300,000.00 euros),

As per the above request, I the undersigned Notary acknowledge what follows:

Under Art. 24.1 (twenty-four point 1) of the applicable bylaws, the appearing party, Ms. Antonella Leonori, accepts to chair the Meeting having been unanimously designated by the members present,

**and she notes that:**

- The Meeting was not convened in due form;
- Art. 23.2 (twenty-three point two) of the applicable bylaws accepts that the Meeting be convened outside the registered office, as long as it is in Italy;

- The Managing Body is present through its Sole Director Andrea Massimo Ruosi, born in Rome (Rome) on October 7, 1969, having elected domicile at the registered office, who attends by audio conference;

- The entire capital is represented by the Members:

a) Andrea Massimo Ruosi, as described above, holder of one membership equity share equal to 17,100.00 euros (seventeen thousand one hundred euros), equal to 57% (fifty-seven percent) of the Company's capital;

b) herself, Antonella Leonori, holder of one membership equity share equal to 12,900.00 euros (twelve thousand nine hundred euros), equal to 43% (forty-three percent) of the Company's capital;

- None of the persons present objects to discussing the subjects included in the agenda

----- **declares** -----

- That she verified the identity and legitimacy of those present in accordance with the law, and nothing critical was found in this regard;

- That consequently this Meeting, although not regularly convened, is comprised of all members and is therefore suitable to discuss and resolve upon the above-mentioned agenda.

Having declared the meeting open and addressing the first item on the agenda, the President explains to the Meeting the reasons why the Company's name should be changed to "AX for Pharma S.R.L."

The President then explains the reasons why the Company should be managed from now on, not by a sole director but by two directors who can exercise their powers separately, as allowed by art. 17.4 (seventeen point four) of the applicable bylaws, subject to the provisions of the last paragraph of section 2475 of the Civil Code. For this purpose, she suggests to appoint as new directors herself and Mr. Andrea Massimo Ruosi who resigns from his position of Sole Director, said resignation being kept together with the Company's documents.

Finally, she recalls the need to authorize, once the position is accepted, Ms. Antonella Leonori to contract with herself so that the Company can obtain a personal loan of up to three hundred thousand euros.

The President then opens the discussion after which she invites the Meeting to adopt resolutions. After a lengthy discussion, the Meeting, upon a unanimous vote by raised hands, as ascertained and reported to me by the President,

----- **resolves** -----

1) To change the Company's name from "NEW STRATEGIES S.R.L." to "AX for Pharma SRL" and to thus amend, effective immediately, article 1 (one) of the bylaws as follows: "NAME – Art. 1 – A limited liability company named "AX for Pharma S.R.L." is hereby organized.

2) To appoint as new Directors, until revocation or resignation, Members Andrea Massimo Ruosi and Antonella Leonori who, present at the Meeting, accept the designation and declare that they are not in any of the ineligibility conditions provided for by law.

3) To provide that the powers to manage and represent the Company are vested in the above-mentioned directors separately between them, subject to the provisions of the last paragraph of section 2475 of the Civil Code;

4) To expressly authorize Director Antonella Leonori to contract with herself so that the Company can obtain a personal loan of up to three hundred thousand euros;

5) To authorize the Directors appointed above to themselves make, without further convening the Meeting, any changes that the Chamber of Commerce of Milan could request at the time of registration, further authorizing them to perform all operations necessary for the implementation of these resolutions.

At this stage, the President gives me the next text of the updated bylaws, as amended by the approved resolutions, attached herewith **under letter "A"**, after it was read to the Appearing Party by me Notary. There being nothing else on the agenda and nobody having asked to speak, the President declares that the Meeting is closed at 7:35 pm.

For the sole purposes of the cadastral transfer and transcription in the real estate registers in accordance with section 2650 of the Civil Code, the President reports that the Company's assets are comprised of the following real property located in the Town of Segrate (Milan), Via Fratelli Cervi snc, and more specifically:

- Residential apartment with related cellar entered in the **Building Cadaster for the Town of SEGRATE, under Folio 1, Lot 86, Sub 793**, VIA FRATELLI CERVI n. SNC, Floor T-S1, Category A/2, Class 3, 5.5 rooms, total cadastral surface of 71 sq. meters, total excluded uncovered areas 71 sq. meters, cadastral income 610.71;

- Automobile stall entered in the **Building Cadaster for the Town of SEGRATE, under Folio 1, Lot 110, Sub 710**, VIA FRATELLI CERVI n. SNC, Floor T, Category C/6, Class 2, surface 7 sq. meters, total cadastral surface of 7 sq. meters, income 19.52 euros.

The expenses of this and related instruments are to be borne by the Company.

The Appearing Party agrees to the processing of her personal data in accordance with applicable law. Such data can be entered in data banks, computer archives, and telecommunication systems only for purposes related to this instrument, related formalities and consequent tax effects (Law Decrees 196/2003 and subsequent amendments).

Upon request, I Notary thus drafted these minutes which I read during the meeting to the Appearing Party who, upon request, approved and confirmed them.

Typewritten in part by a person that I trust and handwritten in part by me Notary on two sheets corresponding to approximately eight pages. Signed by the Appearing Party and by me Notary at the bottom and in the margin on the sheets in accordance with the law at 7:40 pm.

Signed Antonella Leonori;

Signed Antonello Faraone - Notary