M18000006070

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D BRUCE
SEP 12 2018

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SOLUCIONES EMPRESARIALES FERNANDRES, 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:

ALEXIS GONZALEZ
Name of Person

AGE RE SERVICES, LLC
Firm/Company

3162 COMMODORE PLAZA, SUITE 3E
Address

COCONUT GROVE, FL 33133
City/State and Zip Code

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

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For further information concerning this matter, please call:

ALEXIS GONZALEZ at (305) 223-9999
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:

- [x] $25 Filing Fee
- [ ] $30 Filing Fee & Certificate of Status
- [ ] $55 Filing Fee & Certified Copy
- [ ] $60 Filing Fee, Certificate of Status & Certified Copy

CR2E055 (9/15)

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: SOLUCIONES EMPRESARIALES FERNANDRES, LLC

Enter new principal office 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)

2. The Florida document number of this limited liability company is: M18000006070

3. Jurisdiction of its organization: MEXICO

4. Date authorized to do business in Florida: 06/28/2018

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

5. New name of the limited liability company: ITALKRAFT SA, 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: ______

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

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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:

____

Title/ Capacity	Name	Address	Type of Action
______	______________	______________	☐ Add
		______________	☐ Remove
______	______________	______________	☐ Add
		______________	☐ Remove
______	______________	______________	☐ Add
		______________	☐ Remove
______	______________	______________	☐ Add
		______________	☐ Remove
______	______________	______________	☐ Add
		______________	☐ Remove

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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

Raul Gutierrez
____
Typed or printed name of signee

Filing Fee: $25.00

Mr. JUAN PABLO DE WIT CARTER presided the Meeting in his role as representative of the company Italkraft Mexico, Corp. and Mr. RAÚL JOSÉ GUTIERREZ acted as SECRETARY. ------
The PRESIDENT appoints RAÚL JOSÉ GUTIÉRREZ as SCRUTINEER, who accepts his position and reviews the shareholder's registry book attesting that the totality of the shares that compose the company's capital are present and duly represented. Mr. Juan Pablo De Wit (sic) Carter is representing Italkraft Mexico, Corp., and Ana Amelia Leyva Romero is representing the 6 Tigertail, Corp. They presented a simple Power of Attorney, which I had before me, by which they are authorized to represent each of the companies present at this meeting according with the following attendance list: --

SHAREHOLDERS	SHARES	VALUE
Italkraft Mexico, Corp	90	$ 40,000.00
6 Tigertail, Corp.	10	$10,000.00
TOTAL	100	$ 50,000.00

The PRESIDENT of the Meeting, based on the SCRUTINEER'S certification and the prior attendance list, declared the Meeting legally convened and consequently the agreements emanated from this meeting shall be valid, in compliance with the stipulations of the article 188 of the General Mercantile Corporations Law. --
Afterwards, it was suggested discuss the following items in this meeting: ----------------------------

-- AGENDA --

I – CHANGING THE NAME OF THE COMPANY IS PROPOSED, AND CONSEQUENTLY THE SECOND ARTICLE OF THE STATUTES SHALL BE AMENDED. ---------------------------------------

II – RECTIFYING THE NAME OF THE SOLE ADMINISTRATOR, RAÚL GUTIÉRREZ (sic), AND RATIFY HIM AS SOLE ADMINISTRATOR OF THE COMPANY.

III – RECTIFYING THE NAME OF THE LEGAL REPRESENTATIVE, FRANCISCO MANUEL GARRIDO FIDALGO, AND RATIFIED HIM AS LEGAL REPRESENTATIVE OF THE COMPANY.

IV – APPOINTMENT OF THE REPRESENTATIVE --

After extensively hearing and discussing the proposals regarding each of the issues contained in the Agenda, the shareholders resolved to adopt the following: ---

-- RESOLUTIONS --

FIRST. – In discussing the first item of the Agenda, the President of the Meeting presented for consideration the change of name of the Company SOLUCIONES EMPRESARIALES FERNADRES, S.A. DE C.V., to ITALKRAFT, S.A. DE C.V., AND CONSEQUENTLY THE AMENDMENT OF THE SECOND ARTICLE OF THE STATUTES. ---------------------------------------

-- AGREEMENT ONE --

After presenting the first item of the Agenda for voting, it is approved by unanimous vote, and therefore the new name of the company is ITALKRAFT, S.A. DE C.V.---------------------------------

-- AGREEMENT TWO --

The second ARTICLE of the statutes regarding the name of the company is amended, and it will be ITALKRAFT, S.A. DE C.V. --

SECOND. – In discussing the second item of the Agenda, the name of the Sole Administrator of the Company is rectified, which appears as RAÚL JOSÉ GUTIÉRREZ DÍAZ DE

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SEVEN LANGUAGES, INC.

VILLEGAS to be RAÚL JOSÉ GUTIÉRREZ, and Raúl Gutiérrez (sic) is ratified as Sole Administrator of the company. --
-- AGREEMENT ONE --
After presenting the second item of the Agenda for voting, it is approved by unanimous vote, and therefore the name of the Sole Administrator, RAÚL JOSÉ GUTIÉRREZ is rectified. ---------------
-- AGREEMENT TWO --
RAÚL JOSÉ GUTIÉRREZ is ratified as the Sole Administrator of the company. ------------------
THIRD. – In discussing the third item of the Agenda, the name of the Legal Representative is rectified, which appears as FRANCISCO MANUEL GARRIDO HIDALGO to be FRANCISCO MANUEL GARRIDO FIDALGO AND HE IS RATIFIED AS THE LEGAL REPRESENTATIVE OF THE COMPANY. --
-- AGREEMENT ONE --
After presenting the third item of the Agenda for voting, it is approved by unanimous vote, and therefore the name of the legal Representative is rectified and will be FRANCISCO MANUEL GARRIDO FIDALGO. --
-- AGREEMENT TWO --
Mr. FRANCISCO MANUEL GARRIDO FIDALGO is ratified as the Legal Representative of the company. --
FOURTH. - In discussing the fourth item of the Agenda, JUAN PABLO DE WIT CARTER is appointed representative. --
-- AGREEMENT ONE --
After presenting the fourth item of the Agenda for voting, it is approved by unanimous vote, and therefore Mr. Juan Pablo de Wit Carter is appointed Representative. -------------------------------
Not having any other matters to considered, the meeting was adjourned and the minutes were written, which after read and approved, it was authorized for the signature of the President and the Secretary. --
This Meeting is adjourned at 12:00 hours of this day". --
Signatures follow. --
IV. – With the letter "**B**" I annex to the appendix the instrument authorizing the use of the Name or Trade Name granted by the Department of Economy, with Unique Document Code (CUD): "A" TWO ZERO ONE EIGHT ZERO FIVE ONE FOUR ONE ONE FOUR THREE TWO ONE TWO FOUR ZERO NINE, dated on May fourteenth of two thousand eighteen. ---------------------------
V. – The affiant states that the company has not made any modification to the corporate statutes since its constitution. --
-- **CLAUSES** --
FIRST. – The name has been changed from "SOLUCIONES EMPRESARIALES FERNANDRES," VARIABLE CAPITAL CORPORATION to "ITALKRAFT," VARIABLE CAPITAL CORPORATION, and the second article of the corporate statutes has been amended as stated in the minutes transcribed in the THIRD fact of this instrument. --
SECOND. – The name of Mr. RAÚL JOSÉ GUTIÉRREZ DÍAZ DE VILLEGAS has been rectified to be RAÚL JOSÉ GUTIÉRREZ and he is accordingly ratified as the Sole Administrator of "ITALKRAFT," VARIABLE CAPITAL CORPORATION (before "SOLUCIONES

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CERTIFICATE OF TRANSLATION

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

I, ELISE GICHON-STRAUSS, on behalf of SEVEN LANGUAGES TRANSLATING SERVICES, Inc. do certify that the attached translation, consisting of 2 pages, is, to the best of my knowledge and belief, a true and accurate rendition into the English language of the original written in Spanish.

ELISE GICHON-STRAUSS

The foregoing instrument was acknowledged by me on this 24 day of September, 2018. ELISE GICHON-STRAUSS personally appeared before me at the time of notarization. She is personally known to me and produced a driver's license as identification and she did take an oath.

Brittnie M. Sanchez, Notary Public
State of Florida at Large

Notary Public State of Florida
Brittnie M Sanchez
My Commission GG 237213
Expires 08/06/2022

SPANISH
FRENCH
ITALIAN
HEBREW
CREOLE
DUTCH
PORTUGUESE
GERMAN
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ASIAN
SLAVIC
& ALL OTHER
LANGUAGES

SEVEN LANGUAGES TRANSLATING SERVICES, INC.
18495 SOUTH DIXIE HIGHWAY #116, CUTLER BAY, FLORIDA 33157
DADE (305) 374-6761 • 24 HR. FAX (305) 374-0339 • 1-800-374-6761

Preside la Asamblea el Señor JUAN PABLO DE WIT CARTER en su calidad de Apoderado de la Sociedad Italkraft México Corp, actúa como SECRETARIO el Señor RAUL JOSE GUTIERREZ ----- El PRESIDENTE designa como ESCRUTADOR a RAUL JOSE GUTIERREZ, quien acepta su cargo y revisa el libro de registro de accionistas haciendo constar que se encontraban presentes la totalidad de las acciones en que se divide el capital social de la sociedad debidamente representadas por los señores Juan Pablo De wit (así) Carter en representación de Italkraft México Corp y Ana Amelia Leyva Romero en representación de 6 Tigertail Corp quienes presentan Carta Poder simple mediante la que se les faculta para representar a cada una de las empresas en la presente asamblea, mismas que se tuvieron a la vista, de acuerdo con la siguiente lista de asistencia: --

ACCIONISTAS	ACCIONES	VALOR
Italkraft Mexico Corp	90	$40 000 00
6 Tigertail Corp.	10	$10,000.00
TOTAL	100	$50,000 00

El PRESIDENTE de la Asamblea, con base en la certificación del ESCRUTADOR así como de la lista de asistencia que antecede, declaró legalmente instalada la Asamblea y válidos en consecuencia los acuerdos que de ella emanen, ajustándose a lo dispuesto por el artículo [illegible] de la Ley General de Sociedades Mercantiles ---

Acto seguido, se propuso que esta reunión se desahogara de acuerdo al siguiente. --------------------

-----------------------------ORDEN DEL DÍA-----------------------------

I.- SE PROPONE EL CAMBIO DENOMINACIÓN DE LA SOCIEDAD Y COMO CONSECUENCIA SE REFORMA EL ARTÍCULO SEGUNDO DE LOS ESTATUTOS.-----------------------------

II.- SE RECTIFICA EL NOMBRE DEL ADMINISTRADOR UNICO RAÚL GUTIÉRREZ (así) Y RATIFICA COMO ADMINISTRADOR ÚNICO DE LA SOCIEDAD. -----------------------------

III.- SE RECTIFICA EL NOMBRE DEL APODERADO LEGAL FRANCISCO MANUEL GARRIDO FIDALGO Y SE RATIFICA COMO APODERADO DE LA SOCIEDAD. -----------------------------

IV.- DESIGNACIÓN DE DELEGADO -----------------------------

Los accionistas después de escuchar y discutir ampliamente las proposiciones hechas en relación con cada uno de los asuntos contenidos en el Orden del Día, por unanimidad de votos, resolvieron tomar las siguientes: -----------------------------

-----------------------------RESOLUCIONES-----------------------------

PRIMERA.- En el desahogo del primer punto del Orden del Día, el Presidente de la Asamblea puso a consideración el cambio de denominación de la Sociedad SOLUCIONES EMPRESARIALES FERNANDRES, S.A. DE C.V., para quedar como ITALKRAFT, S.A DE C.V Y EN CONSECUENCIA SE REFORME EL ARTÍCULO SEGUNDO DE LOS ESTATUTOS . -----------------

-----------------------------ACUERDO UNO-----------------------------

Sometida a votación el primer punto de la Orden del Día se tiene por aprobada por unanimidad de votos, por lo anterior se tiene como nueva denominación de la sociedad el nombre de ITALKRAFT, S.A DE C.V -----------------------------

-----------------------------ACUERDO DOS-----------------------------

Se reforma el Artículo SEGUNDO de los estatutos de la sociedad, respecto de la denominación de la sociedad para quedar como ITALKRAFT, S.A DE C.V -----------------------------

SEGUNDA.- En desahogo del segundo punto del Orden del Día, se rectifica el nombre del Administrador Único de la Sociedad quien aparece como RAÚL JOSÉ GUTIÉRREZ DÍAZ DE

VILLEGAS para quedar como RAUL JOSE GUTIERREZ y se ratifica como Administrador Único ---

Raúl Gutiérrez (así) ---

---ACUERDO UNO---

Sometida a votación el segundo punto de la Orden del Día se tiene por aprobada por unanimidad de votos, por lo anterior se tiene por rectificado el nombre del Administrador Único RAUL JOSE GUTIERREZ---

---ACUERDO DOS---

Se ratifica como Administrador Único de la sociedad a RAÚL JOSÉ GUTIERREZ ---

TERCERA.- En desahogo del tercer punto del Orden del Día, se corrige el nombre del Apoderado legal de la Sociedad quien aparece como FRANCISCO MANUEL GARRIDO HIDALGO para quedar como FRANCISCO MANUEL GARRIDO FIDALGO Y SE RATIFICA COMO APODERADO DE LA SOCIEDAD. ---

---ACUERDO UNO---

Sometida a votación el tercer punto de la Orden del Día se tiene por aprobada por unanimidad de votos, por lo anterior se tiene por corregido el nombre del Apoderado legal para quedar como FRANCISCO MANUEL GARRIDO FIDALGO ---

---ACUERDO DOS---

Se ratifica al señor FRANCISCO MANUEL GARRIDO FIDALGO como apoderado legal de la sociedad. ---

CUARTA.- En desahogo del cuarto punto del Orden del día se designa como delegado a JUAN PABLO DE WIT CARTER ---

---ACUERDO UNO---

Sometida a votación el cuarto punto de la Orden del Día se tiene por aprobada por unanimidad de votos, por lo anterior se tiene por designado como Delegado al señor Juan Pablo de Wit Carter ---

No habiendo otro asunto que tratar, se dio por terminada la asamblea levantándose la presente acta, la cual después de haber sido leída y aprobada, fue autorizada para ser firmada por el Presidente y Secretario. ---

Se da por terminada la presente Asamblea a las 12:00 horas del día de su fecha.". ---

Siguen Firmas. ---

IV.- Con la letra "B" agrego al apéndice de este instrumento la autorización de uso de Denominación o Razón Social otorgada por la Secretaría de Economía, con Clave Única de Documento (CUD): "A" DOS CERO UNO OCHO CERO CINCO UNO CUATRO UNO UNO CUATRO TRES DOS UNO DOS CUATRO CERO NUEVE, de fecha catorce de mayo de dos mil dieciocho. ---

V.- Declara el compareciente que la sociedad no ha realizado ninguna modificación a sus estatutos sociales desde su consutución. ---

---C L Á U S U L A S---

PRIMERA.- Queda modificada la denominación de "SOLUCIONES EMPRESARIALES FERNANDRES", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE a "ITALKRAFT" SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE y reformado el artículo segundo de sus estatutos sociales en términos del acta que ha quedado transcrita en el antecedente TERCERO de este instrumento ---

SEGUNDA.- Queda rectificado el nombre del señor RAÚL JOSÉ GUTIÉRREZ DÍAZ DE VILLEGAS para quedar como RAÚL JOSÉ GUTIÉRREZ y su correspondiente ratificación como Administrador Único de "ITALKRAFT", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE (antes "SOLUCIONES