

P000000076214

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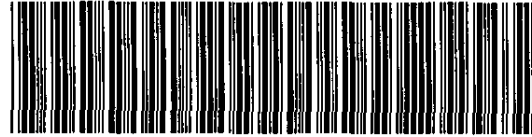
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*Court ordered
Amendment*

DEC 22 2015

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The South Pacific Elixir Company

DOCUMENT NUMBER: p00000076214

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Josh Gimelstein, Esq.

Name of Contact Person

Firm/ Company

3669 NE 201 Street

Address

Aventura, FL 33180

City/ State and Zip Code

ryoamerica@gmail.com

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

SECRETARY OF STATE
TALLAHASSEE, FL 32301

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For further information concerning this matter, please call:

Josh Gimelstein, Esq.

at (305) 502-5674

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

JOSH GIMELSTEIN, ESQ.

326 LINCOLN ROAD, MIAMI BEACH, FL 33139 - (305) 502-5674 - JGimelstein@gmail.com

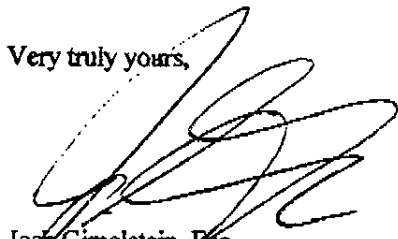
December 21, 2015

To Amendment Section - Div. Of Corporations,

Please find the attached amendment and court order, signed by West Palm Beach Circuit Court Judge Meenu Sasser, specifically modifying the officers and directors for THE SOUTH PACIFIC ELIXIR COMPANY, document number p00000076214. Specifically, please see paragraph 3 from the aforementioned order.

Should you need to reach me, please contact me directly at (305) 502-5674.

Very truly yours,

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

Josh Gimelstein, Esq.
FL Bar #73797

**IN THE CIRCUIT COURT FOR THE 15TH
JUDICIAL CIRCUIT, PALM BEACH COUNTY, FLORIDA**

CASE NO.: 2015CA010112XXXXMB AI

THE SOUTH PACIFIC ELIXIR COMPANY,
a Florida corporation,
Plaintiff,

vs

**LAURENT OLIVIER, individually; ALEX
GIMELSTEIN, individually; and SCOTT
ACKER, individually,**
Defendants.

_____ /

**AGREED ORDER ON MOTON FOR TEMPORARY INJUNCTION AND/OR
EXPEDITED RELIEF**

THIS CAUSE having come before the undersigned upon the *Verified Emergency Motion for Ex Parte Temporary Injunction and/or Expedited Relief* (the "Motion") filed by the Plaintiff, South Pacific Elixir Company (the "Plaintiff" or "Company"), and the parties having stipulated and agreed to the entry of this Order, and the court being advised in the premises, it is

ORDERED and ADJUDGED as follows:

1. The Motion is denied.
2. The Plaintiff shall, within one business-day, turnover the keys to the Plaintiff's store which is more particularly known as Nakava and located at 140 NW 20th Street, Boca Raton, FL 33432. Plaintiff shall likewise turnover the Company's inventory. The keys to the store shall be delivered to Defendants as reasonably instructed by Defendants' counsel.
3. It is agreed, and so ordered, that Jeffrey Bowman and Diane Lysogorski shall be removed from the Board of Directors; and the Board of Directors shall now consist of Laurent Olivier, Alex Gimelstein and Scott Acker. It is further agreed, and so ordered, that Jeffrey Bowman and Diane Lysogorski shall be removed as Officers of the Company, and the corporate Offices shall now be filled by Laurent Olivier, Jean Raymond Olivier, Alex Gimelstein and Scott Acker, with each of them to serve at the pleasure of the new Board of Directors identified above.

4. Jeffrey Bowman and Diane Lysogorski shall turnover such additional documents and/or information as may be reasonably necessary for the new Officers to deal with the Company's bank, access the Company's accounts, and to deal with those agents or contractors who are actively engaged in providing services to the Company.

5. It is agreed, and so ordered, that Jeff Bowman and Diane Lysogorski shall turn over to Defendants the Company's financial records within fourteen (14) days from the date of this Order. The financial records shall be delivered to Defendants as reasonably instructed by Defendants' counsel.

DONE AND ORDERED at West Palm Beach, Palm Beach County, Florida, on this 21st day of December, 2015.



ADMINISTRATIVE OFFICE OF THE COURT

MEENU SASSER, CIRCUIT JUDGE

Copy furnished to:

Adam D. Palmer, Esq., c/o Schoeppl & Burke, PA, 4651 North Federal Highway, Boca Raton, FL 33431 (apalmer@schoepplburke.com);

Marshall E. Rosenbach, Esq., 11430 US Highway One, North Palm Beach, FL 33408 (Marshall@MarshallRosenbach.com); and

Harry Tempkins, Esq., c/o Newman & Tempkins, 605 Lincoln Road, Suite 305, Miami Beach, FL (htempkins@aol.com)

Articles of Amendment
to
Articles of Incorporation
of

The South Pacific Elixir Company

(Name of Corporation as currently filed with the Florida Dept. of State)

p00000076214

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent Josh Gimelstein, Esq.
3669 NE 201 Street
(Florida street address)

New Registered Office Address: Aventura, Florida 33180
(City) (Zip Code)

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

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>X</u> Change ____ Add ____ Remove	<u>P</u>	<u>Laurent Olivier</u>	<u>2616 Quay Dock Road,</u> <u>Vero Beach, FL 32967</u>
2) <u>X</u> Change ____ Add ____ Remove	<u>V</u>	<u>Alex Gimelstein</u>	<u>3669 NE 201 Street</u> <u>Aventura, FL 33180</u>
3) ____ Change <u>X</u> Add ____ Remove	<u>S</u>	<u>Scott Acker</u>	<u>19401 S. Dixie Hwy</u> <u>Miami, FL 33157</u>
4) ____ Change ____ Add <u>X</u> Remove	<u>PSO</u>	<u>Jeffrey Bowman</u>	<u>127 Sea Island Ter</u> <u>Boca Raton, FL 33431</u>
5) ____ Change ____ Add <u>X</u> Remove	<u>VTD</u>	<u>Diane Lysogorski</u>	<u>127 Sea Island Ter</u> <u>Boca Raton, FL 33431</u>
6) ____ Change ____ Add ____ Remove	_____	_____	_____ _____ _____

[illegible][illegible]

The date of each amendment(s) adoption: 12/21/2015 per court order, see attached, if other than the date this document was signed.

Effective date if applicable: 12/21/2015 per court order, see attached
(no more than 90 days after amendment file date)

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.

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 12/21/15

Signature _____
(By a director, president or other officer - If directors or officers have not been selected, by an incorporator - If in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOSH BINELSTEIN, ESQ.
(Typed or printed name of person signing)

ATTORNEY FOR COMPANY
(Title of person signing)

FILED
15 DEC 22 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA