

OCT/15/2012 MON 04:22 PM
Division of Corporations

PAY No.

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P00000080151

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305) 444-0101
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ALL AMERICAN LAND ACQUISITION CORP.**

Certificate of Status	0
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OCT 16 2012

T. BROWN

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FAX No.

P. 002

FAX AUDIT NUMBER:
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: All American Land Acquisition Corp.

DOCUMENT NUMBER: P00000080151

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

Please return all correspondence concerning this matter to the following:

M. Cristina Moreno, Esquire

Name of Contact Person

Murai Wald Biondo & Moreno, P.A.

Firm/ Company

1200 Ponce de Leon Blvd.

Address

Coral Gables, FL 33134

City/ State and Zip Code

cmoreno@mwbm.com

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

For further information concerning this matter, please call:

M. Cristina Moreno

Name of Contact Person

at (305)

444-0101 ext. 205

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

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Articles of Amendment
to
Articles of Incorporation
of

All American Land Acquisition Corp.

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

P00000080151

(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

(Florida street address)

New Registered Office Address:

(City)

Florida

(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

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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:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

ARTICLE THREE HAS BEEN AMENDED AS REFLECTED IN EXHIBIT "A" ATTACHED HERETO

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(If not applicable, indicate N/A)

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The date of each amendment(s) adoption: October 12, 2012
Effective date if applicable: Effective as of date of filing
(no more than 90 days after amendment file date)

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

Signature

Oct 3/2012
Remedios Diaz Oliver
(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)

Remedios Diaz Oliver

(Typed or printed name of person signing)

President

(Title of person signing)

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EXHIBIT "A"

"ARTICLE THREE; CAPITAL STOCK. The total authorized capital stock of the Corporation shall consist of 10 shares of Class A voting common stock, par value \$1.00, and 990 shares of Class B non-voting common stock, par value \$1.00. The holders of Class A voting common stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation and shall be entitled to one vote per share of Class A voting common stock then outstanding of record in his or her or its name on the books of the Corporation. The holders of Class B non-voting common stock shall not be entitled to vote on any matters submitted to a vote of the shareholders of the Corporation. In all other respects, the Class A voting common stock and the Class B non-voting common stock shall have equal rights with respect to all distributions and rights upon liquidation of the Corporation."

G:\data\MCM\All American\All American Land Acquisition Corp\Exhibit A to Cert of Amendment.doc

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