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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

T BROWN OCT 13 2003

## TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: ADAMAS DISTRIBUTOR CORP.  
(Name of Corporation)

DOCUMENT NUMBER: PO1000108237

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ROBERTO DE LEO  
(Name of Person)

ADAMAS DISTRIBUTOR CORP.  
(Name of Firm/Company)

9631 NW 33<sup>RD</sup> ST.  
(Address)

MIAMI, FL 33172  
(City/State and Zip Code)

For further information concerning this matter, please call:

ROBERTO DE LEO at (305) 915-2107  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
**ADAMAS DISTRIBUTOR CORPORATION**

**P01000108237**

**FILED**  
03 OCT -6 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**First:** Amendment adopted: all the following articles I to XIII will substitute the recorded ones as of date of October 1<sup>st</sup>, 2003.

**Second:** The amendment was approved by the shareholders and/or directors. The number of votes cast for the amendment was sufficient for approval.

Signed this 1<sup>st</sup> day of October of 2003.



Roberto De Leo  
Registered Agent  
Secretary/Treasurer

Article I - Name

The name of this corporation shall be:

**ADAMAS DISTRIBUTOR CORPORATION**

Article II - Principal Office

The principal place of business and mailing address of this company shall be:

**9631 NW 33<sup>rd</sup> Street  
Miami, FL 33172**

### Article III - Shares

The number of shares of stock that this company is authorized to have outstanding at any one time is:

**100 shares of \$1.00 per value common stock**

where one shares controls one vote for the party that controls the share and its equivalent to the total stock of the company. The number of shares of common stock which are authorized to be issued under the following plan:

**Katerina Velikopoljski**, will own 60.00% of shares, **Lila Rodriguez** will own 15.00% of shares, and **Maria Grazia Tiso** will own 15.00% of shares.

The balance of the total number of shares or 10.00%, will remain unsold in reserve with the Treasurer of the Corporation until shareholders by unanimity vote will decide its use, as well as the par value of said stock (albeit the elimination of the concept of par value under Florida Law) is hereby limited to the restrictions as set forth in Section 1244 of the Internal Revenue Code.

Stock authorized under this plan shall be issued only in exchange for money, or property susceptible to monetary valuation other than capital stock, securities or services rendered or to be rendered. The aggregate dollar amount as provided under applicable Sections of the Internal Revenue Code and the sum of such aggregate dollar amount and the equity capital of the above named corporation (determined on the date of adoption of the plan) shall not exceed amounts as provided under applicable Sections of the Internal Revenue Code.

Any stock options granted during the life of this plan which apply to the stock issuable hereunder shall apply solely to such stock and to no other and must be exercised within the period in which the plan is effective.

Such other action as may be necessary shall be taken by the above named corporation to qualify the stock to be offered and issued under this plan as "Section 1244 Stock", as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

### Article IV - Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent is:

**Roberto De Leo**  
**9631 NW 33<sup>rd</sup> Street**  
**Miami, FL 33172**

Article V - Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

**Roberto De Leo  
9631 NW 33<sup>rd</sup> Street  
Miami, FL 33172**

Article VI - Duration

This company shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

Article VII - Nature of Business

This company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article VIII - Pre-Emptive Rights

Every shareholder upon the sale for cash of any new stock of this company shall have the right to purchase his prorata share hereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article IX - Initial Board of Directors

The Directors to form the Board of Directors voted by shareholders are the following:

President:	<b>Katerina Velikopoljski/ Director</b>
Vice President of Sales:	<b>Lila Rodriguez/ Director</b>
Vice President of Operations:	<b>Maria Grazia Tiso/ Director</b>
Treasurer & Secretary:	<b>Roberto De Leo/ Director</b>

To form quorum or majority to vote a corporate resolution, at least three Directors must be present at any shareholders meeting.

#### Article X - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### Article XI - Limitations on Corporate Stock

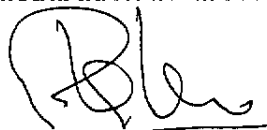
1. No shareholder can enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this company who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the company.
3. No shareholder of the company may sell or transfer his stock in this company, except to the shareholders of this company who will have the right of first refusal in purchasing the stock offered.

#### Article XII - Indemnification

The company shall indemnify any officer or director, to the full extent permitted by law.

#### Article XIII - Dissolution

The company may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the company entitled to vote thereon. On dissolution the company property and assets shall, after payment of all debts of the company, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.



Roberto De Leo  
9631 NW 33<sup>rd</sup> Street  
Miami, FL 33172

Document Prepared by:  
Katerina Velikopoljski  
9631 NW 33<sup>rd</sup> Street  
Miami, FL 33172