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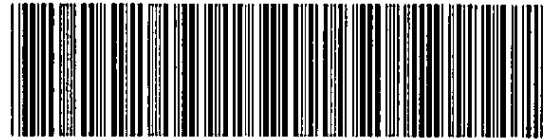
(Business Entity Name)

(Document Number)

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MAY 20 2019
S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Villiger North America Corp.

DOCUMENT NUMBER: P01000114040

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

Please return all correspondence concerning this matter to the following:

Maria Cristina Arrazola
Name of Contact Person
Villiger North America Corp.
Firm/ Company
8107 NW 29 St
Address
Miami FL 33122
City/ State and Zip Code

m.arrazola@villigercigars.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maria Cristina Arrazola at (786) 655 9800 Ext. 4
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

Articles of Amendment
to
Articles of Incorporation
of

Villiger North America Corp.

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

P01000114040

(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: _____, Florida _____
(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

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

[illegible]

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)

[illegible]

The date of each amendment(s) adoption: April 29, 2019, if other than the date this document was signed.

Effective date if applicable: April 29, 2019
(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 April 29, 2019

Signature Heinrich Villiger

(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)

Heinrich Villiger

(Typed or printed name of person signing)

President of the Board of Directors

(Title of person signing)

**CONSENT OF SOLE SHAREHOLDER
OF
VILLIGER NORTH AMERICA CORP.
TO
ACTION WITHOUT MEETING**

April 29, 2019

The undersigned, being the sole shareholder of Villiger North America Corp., a Florida corporation (the "**Corporation**"), does hereby adopt the following resolutions, by signing its written consent hereto:

REMOVAL AND ELECTION OF DIRECTORS

RESOLVED, that the current directors of the Corporation be, and the same hereby are, removed as directors, and be it

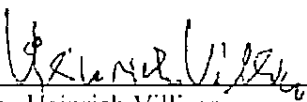
FURTHER RESOLVED, that the following persons be, and the same hereby are, elected as directors of the Corporation, to serve until their resignation, removal, disqualification, retirement, death, or until their successors shall have been duly elected and qualified:

Heinrich Villiger

This action by written consent of the sole shareholder of the Corporation is effective as of the date first above written.

SOLE SHAREHOLDER:

VILLIGER SÖHNE AG

By: 
Name: Heinrich Villiger
Title: President of the Board of Directors

**CONSENT OF THE DIRECTORS
OF
VILLIGER NORTH AMERICA CORP.
TO
ACTION WITHOUT MEETING**

April 29, 2019

The undersigned, being all of the directors of Villiger North America Corp., a Florida corporation (the "Corporation"), do hereby adopt the following resolutions, by signing their written consent hereto:

REMOVAL AND APPOINTMENT OF OFFICERS

RESOLVED, that the current officers of the Corporation be, and the same hereby are, removed from office, and be it

FURTHER RESOLVED, that the following persons be, and they hereby are, elected as the officers of the Corporation, to serve in the offices set opposite their names until their resignation, removal, disqualification, retirement, death or until their successors shall have been duly appointed and qualified:

Name:

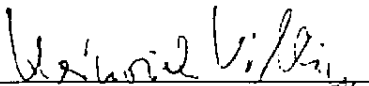
Office:

Heinrich Villiger
Rene Castaneda

Chairman
President

This action by written consent of the Directors of the Corporation is effective as of the date first above written.

DIRECTORS:



Heinrich Villiger