

705000078746

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Amended

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FILED
07 JUN 26 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RINCO CENTRO AMERICANO, INC
728 WOOLCO WAY
ORLANDO, FL 32822-2854

May 31, 2007

Florida Department of State
Division of Corporations
Amendment Section
P.O. 6327
Tallahassee, FL 3234

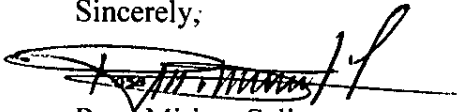
REF: DOCUMENT NO. P05000078746

Gentlemen,

Please find enclosed addendums No. 1 to the to the Articles of Incorporation and addendum No. 2 to the Bylaws of Rinco Centro Americano, Inc. In Addition, we are enclosing the form pertaining to the Officer/Director Resignation properly executed by one of the former Board Member. At the same, the respective fee for each document is enclosed to cover the cost of the filing.

If you have any further questions, please do not hesitate to contact me at (407) 432-1467.

Sincerely,



Rosa Miriam Salinas
Registered Agent/Secretary

Cc: File

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RINCO CENTRO AMERICANO INC

DOCUMENT NUMBER: P05000078746

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

Please return all correspondence concerning this matter to the following:

R. MIRIAM SALINAS

(Name of Contact Person)

RINCO CENTRO AMERICANO INC

(Firm/ Company)

4728 WOLCO WAY

(Address)

ORLANDO FL 32822-2854

(City/ State and Zip Code)

For further information concerning this matter, please call:

R. Miriam Salinas

(Name of Contact Person)

at (407) 432-1467

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

RINCO CENTRO AMERICANO INC

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

P05000078746

(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:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

ARTICLE VII _ OFFICERS (SEE ATTACHED)

(Attach additional pages if necessary)

If an amendment provides for 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)

N/A

(continued)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: MAY 23, 2007

Effective date if applicable: JUNE 1, 2007
(no more than 90 days after amendment file date)

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

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

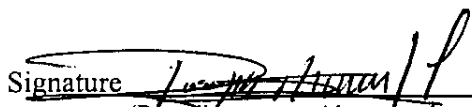
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"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.

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)

ROSA MIRIAM SALINAS

(Typed or printed name of person signing)

PRESIDENT/SECRETARY

(Title of person signing)

FILING FEE: \$35

**ADDENDUM TO THE ARTICLES OF INCORPORATION OF
RINCO CENTRO AMERICANO, INC
A FLORIDA CORPORATION
DOCUMENT NO P05000078746**

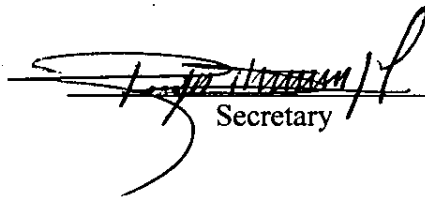
ADDENDUM NUMBER ONE -

Rinco Centro Americano, Inc, a Florida Corporation, has modified its Articles of Incorporation by decision of its stockholders. All of its covenants provisions as previously reflected in the original Articles of Incorporation would remain the same unless there is a change to it and it is note in this addendum by referring the same number of the article as it is stated in the original Articles of Incorporation.

ARTICLE VII - OFFICERS

Effective June 1, 2007, the stockholders had decided to accept the resignation of one of its Board Member and Stockholder, Mr. Julio Cruz. Mr. Cruz had decided to resign as Board Member due to conflicts with his time to participate in the running of the Corporation. Its known to all men that Mr. Cruz have been unable to participate on the daily activities of the business conducted by Rinco Centro Americano, Inc. Therefore, his resignation has been accepted and Mr. Asmel Salinas has been named Vice-President of Rinco Centro Americano, Inc, effective June 1, 2007.

Certified that this addendum is to be the part of the Articles of Incorporation of Rinco Centro Americano, Inc and was adopted by the Board of Directors on May 23, 2007.


Secretary

**ADDENDUM TO THE BYLAWS OF
RINCO CENTRO AMERICANO, INC
A FLORIDA CORPORATION
DOCUMENT P05000078746**

ADDENDUM NUMBER TWO -

Rinco Centro Americano, Inc, a Florida Corporation has modified its Bylaws by decision of its stockholders. All of its covenants provisions as previously reflected in the original Bylaws and any other addendum prior to this addendum, would remain the same unless there is a change to it and it is note in this addendum by referring the same number of the article as it is stated in the original Bylaws and subsequent addendums.

ARTICLE II – BOARD OF DIRECTORS

Section 2.2 – Number, Election and Term of Office: As decided by the Board of Directors, and effective June 1, 2007 the number of Board of Directors will remain the same, however, one Board Member, Mr. Julio Cruz has resigned on a Board Meeting held on May 23, 2007 and he will be replaced by Mr. Asmel Salinas, as Vice-President of Rinco Centro Americano, Inc. Mr. Salinas will serve for a period of two years as Vice-President unless the he decide to resign or the Board of Directors decide to change his position. The requirements and duties of each board member as well tenure as board member shall remain the same as shown on the original Bylaws unless an amendment is vote by the Board of Directors to change any of the original duties and obligations of its Board of Directors.

Section 2.11 Resignation - A Board member, Mr. Julio Cruz has submitted his resignation as Vice-President of the Corporation, effective June 1, 2007 and the Board has decided to name Mr. Asmel Salinas as the Vice-President and retain Ms. Rosa Miriam Salinas in her position as President of President of Rinco Centro Americano, Inc.

ARTICLE IV – OFFICERS

Section 4.1 – Officers - Because Mr. Julio Cruz, Vice-President of Rinco Centro Americano, Inc. has submitted his resignation, and the Board of Directors accepted his resignation as such, therefore, the Board has decided to restructure its Board of Directors members, leaving Ms. Rosa Miriam Salinas as its President and Mr. Asmel Salinas as its Vice-President. At the same time, the Board empowered Ms. Salinas to perform the duties as Secretary of the Corporation and serve as of the person of contact on any matters related to Rinco Centro Americano, Inc. a Florida Corporation.

ARTICLE VII – SHARES OF STOCK


Section 3- Additional Shares: The Corporation had decided to issue a new certificate of shares to its new Vice-President, Mr. Asmel Salinas 250 shares of stock with a par value of \$1.00 each. In addition, the Corporation had decided to accept a new shareholder, Mr. Asmel Salinas with a total block of the 250 shares he would receive at the when the Corporation receive the \$250.00 from Mr. Salinas such amount would be consider his investment in Rinco Centro Americano, Inc a Florida Corporation and for which he will receive a certificate representing all of his 250 shares he will now own effective June 1, 2007.

It is also agree by the Board of Directors that Mr. Julio Cruz, previously the owner of 500 shares, will relinquish the said 500 shares of stock with a par value of \$1.00, in return for a cash payment to be determined by the Board of Directors once a complete review of the expenses incurred by the Corporation from its inception until the day the doors were open for business. Once the final numbers are review, any extra funds derived from the contributions made by the two original Stockholders, Mr. Cruz and Ms. Salinas, and the total starting costs, those extra funds will be distribute among the original Stockholders.

In addition, the Board of Directors has granted full power and rights to the President, Ms. Salinas, for her to sign, execute and negotiate any contracts, bonds, liabilities and any other major administrative decision on behalf of Rinco Centro Americano, Inc, a Florida Corporation. It will be upon the President to designate or assign duties of responsibilities of any form to another board member or staff person, if applicable.

Section 5 – Bank Accounts: The Board of Directors had decided that once the amendment Articles of Incorporation and Bylaws are certify by the State of Florida, Department of Corporations, the new shareholder, Mr. Salinas should be able to be an authorized signature at the bank accounts own by Rinco Centro Americano, Inc. It would be up to the Board of Directors to decide whether Mr. Salinas could sign checks by himself or in conjunction with any other Board Member.

Certified that this addendum is to be the part of the Bylaws of Rinco Centro Americano, Inc. a Florida Corporation and adopted by the Board of Directors on May 23, 2007.


Secretary