

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ampeal



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 24, 2007

WOLFGANG HAUCK
WOLF & RAMON CORP.
9810 ALTERNATE A1A
PALM BEACH GARDENS, FL 33410

SUBJECT: WOLF AND RAMON CORP
Ref. Number: P06000003965

We have received your document for WOLF AND RAMON CORP and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Document Specialist

Letter Number: 907A00051

RECEIVED
2007 SEP -5 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Wolf & Ramon Corp.

DOCUMENT NUMBER: P0600003965

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

Please return all correspondence concerning this matter to the following:

Wolfgang Hauck

(Name of Contact Person)

Wolf & Ramon Corp.

(Firm/ Company)

c/o Manhattan Bagel, 9810 Alternate A1A

(Address)

Palm Beach Gardens, Florida 33410

(City/ State and Zip Code)

For further information concerning this matter, please call:

Wolfgang Hauck

(Name of Contact Person)

at (561) 775-0555

(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

Wolf & Ramon Corp.

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

FILED
07 SEP -5 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P0600003965

(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 III is to be amended in its entirety and replaced with the following:

ARTICLE III - CAPITAL STOCK

The amount of the corporate stock which the corporation shall have
to issue is 1000 share of common stock with voting rights with par value
of \$1.00 per share and 250 shares of common stock with no voting
rights with par value of \$1.00 per share

(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)

(continued)

The date of each amendment(s) adoption: new authorized stock approved by all shareholders on 8/ /07

Effective date if applicable: _____
(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 Wolfgang Hauck
(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)

Wolfgang Hauck Jose R. Ortega
(Typed or printed name of person signing)

President Vice President
(Title of person signing)

FILING FEE: \$35

WOLF & RAMON CORP.
CORPORATE SHAREHOLDERS RESOLUTION

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 8th day of August 2007, before me the undersigned Notary, personally appeared Wolfgang Hauck and Jose R. Ortega, for WOLF & RAMON CORP., a Florida corporation, (herein referred to as "corporation") and after being first duly sworn states:

WOLF & RAMON CORP. INC., is a Florida corporation duly authorized and doing business in the State of Florida with its principal place of business located at 11019 Legacy Lane, #205, Palm Beach Gardens, Florida 33410.

1. This Corporation is not dissolved and is in good standing with the State of Florida;
2. The Corporation is not currently a debtor in any bankruptcy proceedings;
3. The authorizing directors are not currently a debtor in any bankruptcy proceeding;
4. The corporation authorizes WOLFGANG HAUCK and/or JOSE R. ORTEGA, to execute any and all documents necessary on behalf of the corporation for following:
 1. Purpose of amending it's Articles of Incorporation to add 250 additional shares of authorized common stock without voting rights.
 2. For the corporation to sell 250 shares of non voting common stock to Carlos A. Ortega for \$35,000.00

This resolution adopted this 8th day of August, 2007 by the officers, directors and all of the shareholders of the Company listed below.

WOLF & RAMON CORP., a Florida corporation

By: Wolfgang Hauck
Wolfgang Hauck, President/Director/Shareholder

By: Jose R. Ortega
Jose R. Ortega, V. President/Director/Shareholder

The foregoing instrument was sworn to and subscribed before me this 8th day of August 2007, date by Wolfgang Hauck and Jose R. Ortega, who [] are personally known to me, or [] produced _____ as identification.

NOTARY PUBLIC/STATE OF FLORIDA
Print name _____

