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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Apex Travel North America Inc.

DOCUMENT NUMBER: P07000029522

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

Please return all correspondence concerning this matter to the following:

David Shriver

(Name of Contact Person)

Perlman, Yevoli & Albright, P.L.

(Firm/ Company)

200 S. Andrews Avenue, Suite 600

(Address)

Fort Lauderdale, FL 33301

(City/ State and Zip Code)

For further information concerning this matter, please call:

David Shriver

(Name of Contact Person)

at (954) 566 - 7117

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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
OF
APEX TRAVEL NORTH AMERICA INC.**

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TALLAHASSEE, FLORIDA

1. The name of the Corporation is APEX TRAVEL NORTH AMERICA INC.
2. The Corporation's Articles of Incorporation were filed on March 6, 2007 and assigned document number P07000029522.

3. Article IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jason Cohen and
Marc Cohen

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law."

4. The foregoing amendment was adopted by Shareholders representing a majority of the shares eligible to vote by a Written Consent signed by them on the 14 day of January, 2008, manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes.

5. There is only one voting group entitled to vote on the foregoing amendment. The number of votes cast for said amendment by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 14 day of January, 2008.



Jason Cohen, President