

PO 7000076762

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

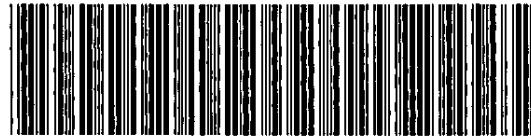
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amend

06/11/12--01028--023 **35.00

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2012 JUN 11 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/12/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Eulen Ameirca, Inc.

DOCUMENT NUMBER: P07000076762

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

Please return all correspondence concerning this matter to the following:

Luis Rodriguez

Name of Contact Person

Eulen America, Inc.

Firm/ Company

7200 Corporate Center DR., Suite 206

Address

Miami, FL 33126

City/ State and Zip Code

aelguezabal@eulenamerica.us

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Arnaldo Elguezabal at (305) 269-2707
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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

FILED

2012 JUN 11 PM 4:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eulen America Inc.

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

P07000076762

(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

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

Please See Attached

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)

N/A

The date of each amendment(s) adoption: 05/30/2012

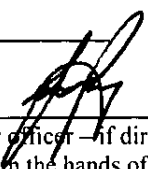
Effective date if applicable: 06/01/2012
(no more than 90 days after amendment file date)

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 06/08/2012

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)

Luis Rodriguez Lopez
(Typed or printed name of person signing)

CEO
(Title of person signing)

EULEN AMERICA INC.

**JOINT WRITTEN CONSENT OF THE SOLE
SHAREHOLDER**

THE UNDERSIGNED, being the sole shareholder of **EULEN AMERICA INC.**, a Florida corporation (the "Corporation"), hereby confirms that the board of directors of the Corporation consists of four officers; and do hereby adopt the following resolutions effective as of the 30th day of May of 2012:

RESOLVED, that Mariano Aguilo Vega be, and hereby is, removed as President of the Corporation; and it is

FURTHER RESOLVED, that Luis Rodriguez Lopez, shall be appointed as President of the Company, effective as of the 1st of June 1, 2012 (the "Effective Date"); and

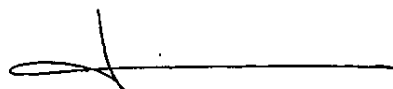
FURTHER RESOLVED, that Brent L. Blake, shall be appointed as Chief Financial Officer of the Company, effective as of the 1st of June 1, 2012 (the "Effective Date"); and

FURTHER RESOLVED, that Monica Hallon, shall be appointed as Treasurer of the Company, effective as of the 1st of June 1, 2012 (the "Effective Date"); and

FURTHER RESOLVED, that George Hazy, shall be appointed as Trustee of the Company, effective as of the 1st of June 1, 2012 (the "Effective Date"); and

NOW THEREFORE, BE IT RESOLVED, that Luis Rodriguez Lopez and Brent L. Blake (proxy group A) and Monica Hallon and George Hazy (proxy group B) be, and hereby are, authorized to **JOINTLY** exercise, do, perform, execute, on behalf of the Company, all kinds of documents, statements, letters, exhibits, forms and/or other private or public instruments in connection with, arising out of, or relating to:

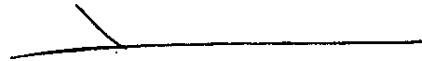
- Opening, and canceling current accounts, credit accounts, savings accounts and fix term deposits in Banks, Savings Banks and rest of financial entities.
- Solicit, cancel and formalize credits and loans, personal loans, excluding those secured by shares of the Company in Banks, Savings Banks and rest of financial entities whether being natural persons or corporate person, signing any document needed thereto with a limit of one hundred thousand (100.000,00) dollars.
- Solicit, cancel and formalize credits and loans, personal loans, and secured loans signing any document needed thereto and accepting any guarantee, mortgage and any other guarantee from the Company in order to secure those credits and loans with a limit of one hundred thousand (100.000,00) dollars.



- Complete and file any document that might be necessary or advisable for purposes of obtaining a permit or authorization to be qualified to transact business with any Airport Authority or any State authority of the United States of America
- Collect debts

IN WITNESS WHEREOF, the undersigned sole incorporator of the Corporation has executed this Written Consent as of the 30th day of May, 2012.

[Signature Page Follows]



IN WITNESS WHEREOF, the undersigned officer and shareholder have executed this written consent, effective as of the date first written above.

DIRECTOR:

By: _____

Name: Luis Rodriguez Lopez
Title: President and CEO

SHAREHOLDER:

EULEN, S.A.

By: _____

Name: Maria José Alvarez
Title: Sole Manager

