

P070000/22152

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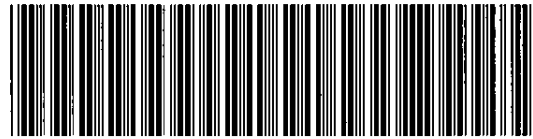
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DIVISION OF CORPORATIONS
11 SEP 23 PM 3:25

Amend
10/9/23/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Herbacoy USA, Inc.

DOCUMENT NUMBER: P07000122152

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

Please return all correspondence concerning this matter to the following:

Isis Valle, Esq.

Name of Contact Person

Isis Valle, P.A.

Firm/ Company

150 SE 2nd Avenue, Suite 1007

Address

Miami, Florida 33131

City/ State and Zip Code

ivallepa@yahoo.com

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

For further information concerning this matter, please call:

Isis Valle

Name of Contact Person

at (305)

722-0606

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 14, 2011

ISIS VALLE, ESQ.
ISIS VALLE, P.A.
150 SE 2ND AVENUE - SUITE 1007
MIAMI, FL 33131

SUBJECT: HERBACOY USA, INC.
Ref. Number: P07000122152

We have received your document for HERBACOY USA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 611A00021250

11 SEP 23 AM 8:03
RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

HERBACOEY USA, INC., A FLORIDA CORPORATION
FIRST AMENDMENT TO ARTICLES OF INCORPORATION

THIS FIRST AMENDMENT TO ARTICLES OF INCORPORATION AGREEMENT (the "Amendment") is made and entered into and effective as of this 31 day of August, 2011, for **Herbacoe USA, Inc., a Florida corporation** (the "Corporation") (Document Number P07000122152) by and between Donald Passwaters ("Donald"), Maria Passwaters ("Passwaters") and Raul Gonzalez ("Gonzalez").

RECITALS:

WHEREAS, the Articles of Incorporation were filed with the State of Florida on November 8, 2007.

WHEREAS, Donald owns 450 stocks in the Corporation and is presently the President of the Corporation, Maria owns 450 socks in the Corporation and is presently the Secretary and Treasurer of the Corporation and Gonzalez owns 100 stocks in the Corporation and is presently the Vice President of the Corporation.

WHEREAS, Donald and Maria have hereby acquired and assumed all of the right, title, and interest in the amount of 50 shares each in the Corporation from Gonzalez, together with the authority to act on behalf of the Corporation.

WHEREAS, a meeting was held on August 31, 2011 at 6726 NW 72 Avenue, Miami, Florida 33166, at which time all persons having interest in the Corporation were present.

NOW THEREFORE, in consideration of Ten 00/100 Dollars (\$10.00), the covenants and the promises made herein, and other good and valuable consideration the receipt of which is hereby acknowledged, the parties hereby agree as follows:

1. The recitals hereto are true and correct and incorporated hereto by reference.
2. All capitalized terms herein shall have the same definitions as set forth in the Agreement unless otherwise noted.
3. Article VII of the Articles of Incorporation shall be amended as follows:

Donald Passwaters
President / Secretary
8315 NW 201 Terrace
Hialeah, Florida 33015

Maria Passwaters
Vice President/Treasure
8315 NW 201 Terrace
Hialeah, Florida 33015

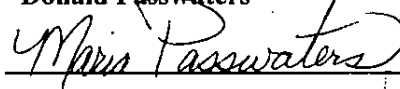
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4. That this Amendment was adopted by the Shareholders. The number of votes cast for the Amendment by the shareholders was sufficient.

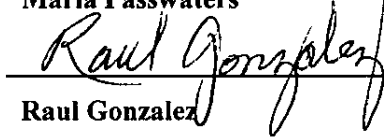
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of this 31 day of August, 2011.



Donald Passwaters



Maria Passwaters



Raul Gonzalez