

PO 9000041287

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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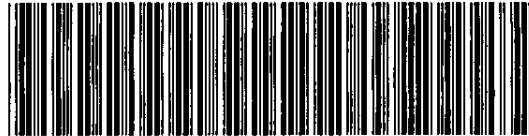
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Anne
C.COULLETTE

JAN 05 2012

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ziemann USA, Inc.

(Name of Corporation)

DOCUMENT NUMBER: P09000041287

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ingo Viehweg-Klee

(Name of Person)

Ziemann USA, Inc.

(Name of Firm/Company)

1001 Brickell Bay Dr., Suite 1806

(Address)

Miami, FL 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

Ingo Viehweg-Klee

(Name of Person)

at (786) 2753870

(Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Mailing Address:

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Articles of Amendment
to
Articles of Incorporation
of

Ziemann USA, Inc.

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

P09000041287

(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)

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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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change <u> </u> Add <u>X</u> Remove	<u>D</u>	<u>Marc Clauss</u>	<u>1001 Brickell Bay Dr. Suite 1806</u> <u>Miami, FL 33131</u>
2) <u> </u> Change <u> </u> Add <u>X</u> Remove	<u>D</u>	<u>Andreas Weinlein</u>	<u>1001 Brickell Bay Dr. Suite 1806</u> <u>Miami, FL 33131</u>
3) <u> </u> Change <u> </u> Add <u>X</u> Remove	<u>PD</u>	<u>Joachim Gunkel</u>	<u>1001 Brickel Bay Dr. Suite 1806</u> <u>Miami, FL 33131</u>
4) <u> </u> Change <u>X</u> Add <u> </u> Remove	<u>P</u>	<u>Thomas Lehmann</u>	<u>1001 Brickel Bay Dr. Suite 1806</u> <u>Miami, FL 33131</u>
5) <u> </u> Change <u>X</u> Add <u> </u> Remove	<u>D</u>	<u>Joern Trierweiler</u>	<u>1001 Brickel Bay Dr. Suite 1806</u> <u>Miami, FL 33131</u>
6) <u> </u> Change <u>X</u> Add <u> </u> Remove	<u>D</u>	<u>Ulrich Dieter</u>	<u>1001 Brickel Bay Dr. Suite 1806</u> <u>Miami, FL 33131</u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

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)

The date of each amendment(s) adoption: Dec 30, 2011

Effective date if applicable: Dec 30, 2011
(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 Dec 30, 2011

Signature

[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)

IN 50 Vickrey-Klee

(Typed or printed name of person signing)

FLP-

(Title of person signing)