

PO9000093047

Division of Corporations

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RED COACH, INC.

DOCUMENT NUMBER: P09000093047

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. Address of Registered Office and Registered Agent. The name of the Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be as follows:

Santiago J. Padilla, Esq.
1001 Brickell Bay Drive
Suite 1704
Miami, Florida 33131

B. Removal of Officers of the Corporation. The following officer of the Corporation shall be removed as President of the Corporation:

Leonardo Ledain
3975 N.W. South River Drive
Miami, Florida 33142

C. New Officers of the Corporation. The following officers of the Corporation shall be added, who shall serve indefinitely until his/her death or until he/she is removed by the Board of Directors:

| <u>Name and Address</u> | <u>Position</u> |
|---|-------------------------|
| Bret Brittenum 3975 N.W. South River Drive Miami, Florida 33142 | President and Treasurer |

Mariana Fernandez
3975 N.W. South River Drive
Miami, Florida 33142

Vice President and Secretary

D. The following subsections (b) and (c) shall be added to Article VI of the Articles of Incorporation:

"(b) THE PRESIDENT. Subject to Article VI(c), it shall be the responsibility of the President of the Corporation to carry out the following duties:

(i) manage the business and affairs of the Corporation within the guidelines established by the Board and report to the Board of Directors;

(ii) recommend to the Board strategic directions for the Corporation's business, and when approved by the Board, implement the corresponding strategic, business and operational plans;

(iii) direct and monitor the overall operations and activities of the Corporation in a manner such that agreed upon targets are met and such that the assets of the Corporation are safeguarded and optimized in the best interests of the shareholders;

(iv) develop and implement operational policies to guide the Corporation within the limits prescribed by the Corporation's By-Laws and the framework of the strategic directions adopted by the Board;

(v) develop and recommend top-level organizational structure and staffing to the Board and direct the implementation of the Board's decisions in this regard;

(vi) develop and seek the Board's concurrence for plans for management development and succession in all key positions and then implement such plans;

(vii) manage and oversee the required interfaces between the Corporation and the investment community, media, governments and their agencies, employees and the general public;

(viii) meet regularly and as required with the Chairman and other Board members to ensure that they are provided in a timely manner with all information

and access to management necessary to permit the Board to fulfill its statutory and other obligations; and

(ix) ensure that the work carried out by the Corporation and its subsidiaries and affiliates is of a quality which complies with the Corporation's quality policies.

"(c) **LIMITATION OF PRESIDENT'S POWERS.** Approval of the majority of the Members of the Board of Directors of the Corporation shall be required in order for the President to take the following corporate actions:

(i) the selection, appointment or removal of the independent external auditor of the Corporation and any change in the accounting period or accounting principles under which the financial statements of the Corporation are reported;

(ii) the selection, appointment or removal of the external legal advisor or advisors of the Corporation;

(iii) the opening or closing of corporate bank accounts of the Corporation and the right to draft and sign checks from such bank accounts in excess of \$100,000.00 in one draft or check;

(iv) the sale, lease, exchange, mortgage, pledge or other disposition of any of the property or assets of the Corporation in excess of \$100,000.00;

(v) the change of business purpose of the Corporation, or the formation of any subsidiary;

(vi) the amendment, repeal or the adoption of any of the organizational or corporate documents of the Corporation;

(vii) the remuneration of officers and/or managers of the Corporation;

(viii) the creation of any indebtedness for borrowed money except in the ordinary course of business not in excess of \$100,000.00 in any single loan or \$100,000.00 in the aggregate, and the making of any guarantee, loan or advance to any person, firm, corporation or other entity or association except for advances to employees or contractors in the ordinary course of business for the payment of legitimate expenses of the Corporation;

(ix) the adoption or change in the annual operating and capital budgets of the Corporation;

(x) the approval of any employment and consulting agreements and employee compensation agreements for the Corporation;

(xi) the conduct and settlement of any litigation or disputes between the Corporation and any third parties;

(xii) the entering into or undertaking any real estate lease or other obligation involving annual aggregate rental expenses of \$100,000.00 annually; and

(xiii) the entering into any contract or agreement or other obligation on behalf of the Corporation that is in excess of \$100,000.00."

E. These amendments were adopted by the Shareholders and Board of Directors of the Corporation on September 4, 2012.

IN WITNESS WHEREOF, the undersigned being the President of the Shareholder of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation this 4 day of September 2012.

INTERNATIONAL PLAZA GROUP, INC.,
sole shareholder of the Corporation

By: 

Name: FLORENCIA A. CIRIGLIANO,

Position: President of International Plaza Group, Inc.

3975 N.W. South River Drive
Miami, Florida 33142

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ACKNOWLEDGEMENT OF REGISTERED AGENT

OF

RED COACH, INC.


Having been named as Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: September 4, 2012

Attest:


Santiago J. Padilla,
Secretary of Registered Agent

SANTIAGO J. PADILLA, P.A.

By: 
Santiago J. Padilla,
President of Registered Agent

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131