

P10000037879

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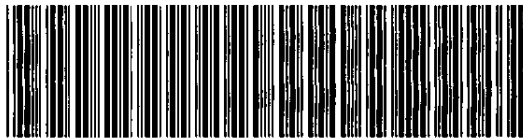
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FILED  
2010 JUN -2 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Correction

TB

JUN - 4 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Grupo Tical Holdings, Inc.  
Name of Corporation

**DOCUMENT NUMBER:** P10000037879

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Albert Oses  
Name of Contact Person

Grupo Tical Holding, Inc.  
Firm/Company

7701 NW 46th Street  
Address

Doral, FL 33129  
City/State and Zip Code

aoses@grupotical.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Albert Oses at ( 305 ) 810-9750  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy
- \$52.50 Filing Fee, Certificate of Status & Certified Copy

**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 CORRECTION

for

Grupo Tical Holdings, Inc.

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

P10000037879

Document Number (if known)

FILED
2010 JUN -2 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct Articles of Incorporation (Document Type Being Corrected)

filed with the Department of State on 5/3/2010 (File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

Articles of Incorporation were previously filed in a simple short form. and indicated the name of the Corporation as "Grupo Tical Holdings, Inc." However, the "s" in Holdings should be removed.

Correct the inaccuracy, incorrect statement, or defect:

See attached Articles of Incorporation in a more detailed form and indicating the correct name of the Corporation as "Grupo Tical Holding, Inc."

[Handwritten signature]

(Signature of a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

ALBERTO OSEI

(Typed or printed name of person signing)

Director LATIN AMERICA

(Title of person signing)

Filing Fee: \$35.00

ARTICLES OF INCORPORATION

OF

GRUPO TICAL HOLDING, INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of this corporation.

**ARTICLE I - NAME**

The name of the corporation shall be: **GRUPO TICAL HOLDING, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business shall be located at: 7701 NW 46<sup>th</sup> Street, Doral, Florida 33166

**ARTICLE III - PURPOSE**

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a) To engage and carry on any lawful business and related activities allowable under the applicable laws of the State of Florida.
- b) To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

**ARTICLE IV – CAPITAL STOCK**

This Corporation is authorized to issue one thousand (1,000) shares of common stock at no par value, which shall be designated as “common stock” and shall be distributed as follows:

LUIS A. RAMIREZ	400 shares
LUIS G. RAMIREZ	400 shares
ALBERT OSES	200 shares

**ARTICLE V – PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI – DIRECTORS**

Initially, this corporation shall have three (3) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the initial Board of Directors/Officers is as follows:

NAME – TITLE:

ADDRESS:

LUIS A. RAMIREZ

4775 Collins Avenue  
Green Diamond Unit 1201  
Miami Beach, Florida 33140

LUIS G. RAMIREZ

4775 Collins Avenue  
Green Diamond Unit 1201  
Miami Beach, Florida 33140

ALBERT OSES

1627 Brickell Avenue, #2701  
Miami, Florida 33129

## ARTICLE VII – OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>NAME – TITLE:</u>	<u>ADDRESS:</u>
LUIS A. RAMIREZ, PRESIDENT	4775 Collins Avenue Green Diamond Unit 1201 Miami Beach, Florida 33140
LUIS G. RAMIREZ, VICE PRESIDENT	4775 Collins Avenue Green Diamond Unit 1201 Miami Beach, Florida 33140
ALBERT OSES, SECRETARY AND TREASURER	1627 Brickell Avenue, #2701 Miami, Florida 33129

## ARTICLE VIII – REGISTERED AGENT

The name of the initial registered agent of this corporation is ALBERT OSES, whose address is 1627 Brickell Avenue, #2701, Miami, Florida 33129.

## ARTICLE IX – INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>NAME:</u>	<u>ADDRESS:</u>
ALBERT OSES	1627 Brickell Avenue, #2701 Miami, Florida 33129

## ARTICLE X – INDEMNIFICATION

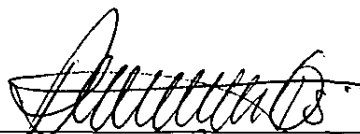
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes (1990).

**ARTICLE XI – AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: 5/11/2010, 2010

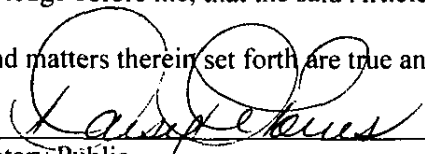
By   
Printed Name ALBERT OSES

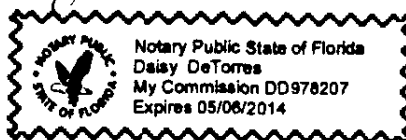
Incorporator

STATE OF FLORIDA )

MIAMI-DADE COUNTY )

BEFORE ME, the undersigned authority, personally appeared ALBERT OSES, who is known to me to be the persons described in and who executed the foregoing Articles of Incorporation and who, after being duly sworn, on oath, depose and say and do acknowledge before me, that the said Articles to be the act and deed of the signers respectively and the facts and matters therein set forth are true and correct.

  
Notary Public




**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That GRUPO TICAL HOLDING, INC. desiring to organize or qualify under the laws of the State of Florida, has named ALBERT OSES, located at 1627 Brickell Avenue, #2701, Miami, Florida 33129, as its agent to accept service of process within Florida.


Dated: 5/11/2010, 2010.

By   
Printed Name ALBERT OSES  
Incorporator

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 5/11/2010, 2010.

By   
Printed Name ALBERT OSES  
Registered Agent