

P/XXXX037879

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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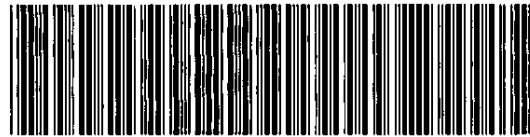
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2010 AUG 24 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SF

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Grupo Tical Holding, Inc.

DOCUMENT NUMBER: P10000037879

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

Please return all correspondence concerning this matter to the following:

Albert Osés
Name of Contact Person

Grupo Tical Holding, Inc.
Firm/ Company

7701 NW 46th Street
Address

Doral, FL 33166
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 Osés at (305) 810-9750
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

Grupo Tical Holding, Inc.

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

P10000037879

(Document Number of Corporation (if known))

FILED
2010 AUG 24 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

New Registered Office Address:

(Florida street 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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
VP	Clara Isabel Maroto Gonzalez	4775 Collins Avenue Green Diamond Unit 1201 Miami Beach, FL 33140	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
T	Priscilla Ramirez Maroto	4775 Collins Avenue Green Diamond Unit 1201 Miami Beach, FL 33140	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

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)

Luis A. Ramirez	200 shares
Luis G. Ramirez	200 shares
Clara Isabel Maroto Gonzalez	200 shares
Priscilla Ramirez Maroto	200 shares
Albert Oses	200 shares

The date of each amendment(s) adoption: July 30, 2010
(date of adoption is required)

Effective date if applicable: .
(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 August 23, 2010

Signature See signature on attached Amended Articles of Incorporation
(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)

Albert Oses
(Typed or printed name of person signing)

Incorporator, Secretary
(Title of person signing)

AMENDED 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 46th 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	200 shares
LUIS G. RAMIREZ	200 shares
CLARA ISABEL MAROTO GONZALEZ	200 shares
PRISCILLA RAMIREZ MAROTO	200 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:
LUIS A. RAMIREZ

ADDRESS:
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:

NAME – TITLE:

ADDRESS:

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

CLARA ISABEL MAROTO GONZALEZ, VICE PRESIDENT

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

PRISCILLA RAMIREZ MAROTO, TREASURER

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

ALBERT OSES, SECRETARY

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:

NAME:

ADDRESS:

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: July 30th, 2010

By [Signature]
Printed Name ALBERT OSES.

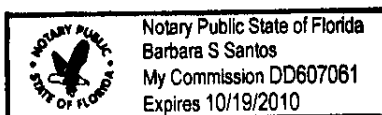
Incorporator

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.

[Signature]
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.

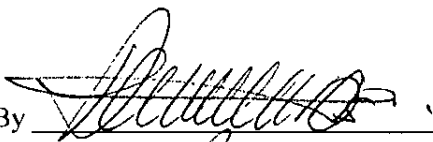
Dated: July 30th, 2010.

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: July 30th, 2010.

By 
Printed Name ALBERT OSES
Registered Agent