

P11000076684

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2018 NOV 13 P 10 23  
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**PEÑALVER & PEÑALVER**

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
2655 LEJEUNE ROAD  
SUITE 508  
CORAL GABLES, FLORIDA 33134

RAFAEL A. PEÑALVER, JR.  
AUHORA PEÑALVER SALAS

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TELEFAX: (305) 371-6117  
Penalverlaw@aol.com

November 7, 2018

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: HAMMERSMITH INVESTMENTS USA CORP**

To Whom it May Concern,

Please be advised that this firm represents the above referenced corporation.

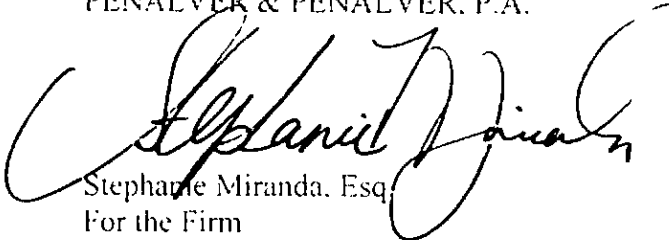
Enclosed are the documents necessary for filing Articles of Amendment, as well as a check made payable to the Florida Department of State in the amount of **THIRTY FIVE DOLLARS** (\$35.00).

If there is anything else required, please advise.

Thank you for your assistance.

Best regards,

PEÑALVER & PEÑALVER, P.A.



Stephanie Miranda, Esq.  
For the Firm

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: HAMMERSMITH INVESTMENTS USA CORP.

DOCUMENT NUMBER: P11000076684

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

Please return all correspondence concerning this matter to the following:

AUROPA PEÑALVER SALAS, ESQ.

Name of Contact Person

PEÑALVER & PEÑALVER, P.A.

Firm/ Company

2655 LEJEUNE ROAD, SUITE 508

Address

CORAL GABLES, FL 33134

City/ State and Zip Code

AP@PENALVERLAW.COM

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

For further information concerning this matter, please call:

AUROPA PEÑALVER SALAS, ESQ. at ( 305 ) 579-9000  
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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

FILED

HAMMERSMITH INVESTMENTS USA CORP.  
(Name of Corporation as currently filed with the Florida Dept. of State)

NOV 13 P 2:23

P11000076684  
(Document Number of Corporation (if known))

2011-11-13 PM 2:23

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)

**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:

X Change                      PT              John Doe  
  
X Remove                      V              Mike Jones  
  
X Add                              SV              Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>DVP</u>	<u>MARIA ALBINA C.</u>	<u>2655 LEJEUNE RD.</u>
<input type="checkbox"/> Add		<u>OLACHEA PARDO</u>	<u>SUITE 508</u>
<input checked="" type="checkbox"/> Remove			<u>CORAL GABLES, FL 33134</u>
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<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)

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

**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)

[illegible]

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

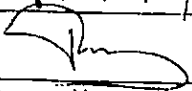
Adoption of Amendment(s) (CHECK ONE)

- ☐ 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 28 September, 2018

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)

THOMAS BERNARDUS KADENWILL  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

**HAMMERSMITH INVESTMENTS USA CORP.  
RESOLUTION AND WRITTEN CONSENT TO ACTION**

The undersigned, being the sole Director of **HAMMERSMITH INVESTMENTS CORP.**, a Florida corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify the following on behalf of the Corporation:

1. The Corporation was duly organized under laws of the State of Florida and the Articles of Incorporation which were filed on August 29, 2011 are true, correct, complete and current, and the same are in full force and effect this date without modification.

2. The Corporation is in good standing with all licenses, income and franchise taxes, if any, paid and current, and no proceeding for the dissolution or liquidation of the Corporation neither is in effect nor contemplated by the Corporation's Shareholders or Directors.

3. The following persons hold the following offices in the Corporation which are designated by their respective names:

**OFFICE**

**OFFICER**

President/Director

Tomas Manuel D'Ornellas Radzwill

Vice President/Director

Maria Albina C. Olacchea Pardo

4. That on September 28, 2018 a quorum being present, the following resolutions were adopted and that said Resolutions have been entered upon the regular Minute Book of said corporation, in accordance with the By-laws, and are now in full force and effect:

WHEREAS, **MARIA ALBINA C. OLAECHEA PARDO**, the Vice President and Director of the Corporation passed away on May 6th 2018.

WHEREAS, **TOMAS MANUEL D'ORNELLAS RADZWILL** wishes to amend the Articles of Incorporation of the Corporation to reflect the passing of **MARIA ALBINA C. OLAECHEA PARDO**.

NOW, THEREFORE, BE IT RESOLVED:

A. **TOMAS MANUEL D'ORNELLAS RADZWILL** is authorized to file Articles of Amendment to the Articles of Incorporation of the Corporation (Exhibit "A") with the Florida Department of State, Division of Corporations.

B. Article II, Section 5 of the Corporation's By-laws be, and hereby is, amended and restated in its entirety to read as follows:

**"Section 5. Number.** Hammersmith Investments USA Corp., will have one (1) director."

C. That all actions previously taken by **TOMAS MANUEL D'ORNELLAS RADZWILL** in any capacity, on behalf of the Corporation are hereby ratified and confirmed.

D. The foregoing resolutions, as well as other facts or statements herein, are in full force and effect and have not been modified, revised or amended.



IN WITNESS WHEREOF, the undersigned has caused these presents to be acknowledged,  
signed, sealed and delivered this 24 day of September, 2018.



**TOMAS MANUEL D'ORNELLAS RADZWILL**  
President/Director