

P11000108366

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12 FEB 23 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

FEB 23 2012

T. LEWIS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: TRANSCOMFORT LIMOUSINE CORP

DOCUMENT NUMBER: P11000108366

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

Please return all correspondence concerning this matter to the following:

FERNANDO C OLIVEIRA JR.

Name of Contact Person

TRANSCOMFORT LIMOUSINE CORP

Firm/ Company

433 SE 13TH COURT J201

Address

DEERFIELD BEACH, FLORIDA 33441

City/ State and Zip Code

carlisonjr@hotmail.com

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

For further information concerning this matter, please call:

FERNANDO C OLIVEIRA JR

Name of Contact Person

at ( 561 ) 929-7552

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

TRANSCOMFORT LIMOUSINE CORP

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

P11000108366

(Document Number of Corporation (if known))

FILED  
12 FEB 23 PM 1:30

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:**

N/A

*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)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

N/A

**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 N/A

(Florida street address)

New Registered Office Address: N/A, 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.*

N/A  
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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> 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) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	N/A _____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	N/A _____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	N/A _____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	N/A _____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	N/A _____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	N/A _____	_____ _____ _____

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

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

PLEASE SEE ATTACHED BUSINESS AGREEMENT OF PARTNERSHIP AND SHARES

**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)*

PLEASE SEE ATTACHED BUSINESS AGREEMENT OF PARTNERSHIP AND SHARES

***Business Agreement of partnership and shares***

**Elsa Mogollon** (1) partner, **Fernando Oliveira Junior** (2) partner and **Bernardo Botelho** (3) partner, the below signed hereby enter into this:

**Partnership Agreement on behalf of themselves, their heirs, successors and assigns, and set forth following terms and conditions as constituting the Partnership Agreement in its entirety:**

1. The partnership shall go by the following name: **TRANSCOMFORT LIMOUSINE CORP**
2. The partnership's principle place of business shall be 6660 Somerset Drive, Suite # 107, Boca Raton, Florida 33433
3. The first day that the partnership shall begin business is: (01/01/2012) and it will continue until the partners agree to terminate it or until forced cease its operations by law.
4. The partnership's operations shall be primarily in the following field or area: transportation services
5. The partnerships shall be capitalized as follows each partner shall receive (33%) shares out of 100% shares
6. The IRS's general allocation rule shall apply, and gains and losses shall be allocated according to the 33% of total capital contributed by each partner as set out in paragraph #5 above.
7. Profits and losses shall be allocated according to the same percentage allocation set forth in paragraph 6. Above.
8. Salary, if any, for the services rendered shall be determined by unanimous approval of the partners.
9. Control and management of the partnership shall be split equally amongst the partners.



10. Adequate accounting records shall be made and maintained. Any partner or his/her agent may review any and all accounting or other records at anytime.
11. Upon termination or dissolution of the Partnership, the Partnership will be promptly liquidated, with all debts being paid first, prior to any distribution of the remaining funds. Distribution shall be made according to the percentage of ownership as set out in paragraph #5 above.
12. Any controversy or claim arising out of or relating to this Agreement, or the breach thereof, shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof.
13. Operating permits: the corporation is the legal holder of all trademarks, licenses, permits, franchises, and all other privileges required for the formal conduct of business. The corporation holds at this present moment total of 7 permits 3 that belongs to partner (1), 2 that belongs to partner (2) and 2 that belongs to partner (3). If in the future event more permits are added to the company a amendment will be done to this contract.
14. Effective Date. This Agreement is effective as of the date it is signed by the following partners:



Elsa Mogollon

Elsa Mogollon

Partner (1)

STATE OF FLORIDA )

COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 01 day of JANUARY, 2012 by Elsa Mogollon, who produced identification.

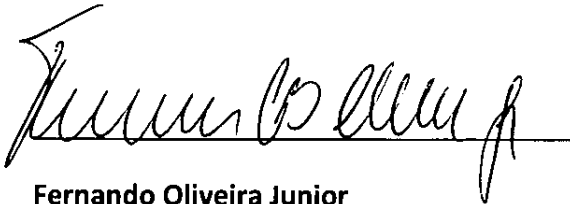
Michelle Tedeschi

Notary Public

My Commission Expires



*AG*



**Fernando Oliveira Junior**

Partner (2)

STATE OF FLORIDA     )

COUNTY OF BROWARD     )

The foregoing instrument was acknowledged before me this 01 day of JANUARY, 2012 by Fernando de Oliveira Junior, who produced identification.



Notary Public

My Commission Expires





Bernardo Botelho

Bernardo Botelho

Partner (3)

STATE OF FLORIDA )

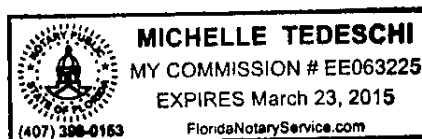
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 01 day of JANUARY, 2012 by Bernardo Botelho, who produced identification.

Michelle Tedeschi

Notary Public

My Commission Expires



*[Handwritten signature]*

The date of each amendment(s) adoption: 01/01/2012

Effective date if applicable: 01/01/2012

(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 02/20/2012

Signature Fernando C. Oliveira Jr.  
(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)

FERNANDO CARLISON OLIVEIRA JUNIOR  
(Typed or printed name of person signing)

DIRECTOR  
(Title of person signing)