

P120000016337

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

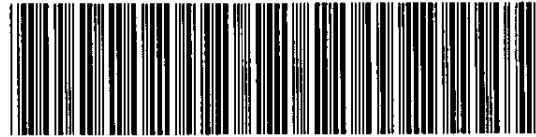
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900238343039

08/10/12--01006--030 **35.00

12 AUG 10 AM 9:16
SECRETARY OF REVENUE
DIVISION OF CORPORATIONS

Amend
@ 8/15/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Plexisoff, Inc.

DOCUMENT NUMBER: P12000016337

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

Please return all correspondence concerning this matter to the following:

Sean F. Arcscha
Name of Contact Person

Plexisoff, Inc.
Firm/ Company

3232 Coral Way #605 Coral Gables, FL 33145
Address

Coral Gables, FL 33145
City/ State and Zip Code

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

For further information concerning this matter, please call:

_____ at (_____) _____
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

SECRETARY OF DEFENSE
DIVISION OF CORPUSCULES
12 AUG 10 AM 9:16

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

(Document Number of Corporation (if known))

A. If amending name, enter the new name of the corporation:

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)

Name of New Registered Agent Sean F. Arachay
3232 Coral Way #605
(Florida street address)

New Registered Office Address: Coral Gables, Florida 33145
(City) (Zip Code)

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) <u>X</u> Change	<u>S,T,CFO</u>	<u>Miguel Cellucci</u>	<u>3232 Coral Way #605</u> <u>Coral Gables, FL 33445</u>
_____ Add			
_____ Remove			
2) <u>X</u> Change	<u>P,CEO</u>	<u>Sean Arcecha</u>	<u>3232 Coral Way #605</u> <u>Coral Gables, FL 33145</u>
_____ Add			
_____ Remove			
3) _____ Change	_____	_____	_____
_____ Add			
_____ Remove			
4) _____ Change	_____	_____	_____
_____ Add			
_____ Remove			
5) _____ Change	_____	_____	_____
_____ Add			
_____ Remove			
6) _____ Change	_____	_____	_____
_____ Add			
_____ Remove			

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

(Attach additional sheets, if necessary). (Be specific)

See attached sheet

1. Reclassification of shares in accordance to Joint Venture Agreement

2. Distribution of Board in accordance to Joint Venture Agreement

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)

See attached Section 6 for right version of this written text.

1. The shareholding structure of the company must be modified to class A and class B shares. The shares are and will be distributed among the shareholders in correspondence with the total capital contributions made by each party (Section 3.3 of the Joint Venture Agreement)

2. Interlace, S.A. shall initially hold 100% of class A shares, and TSS Enterprises shall hold 100% of Class B shares (Section 3.4 Joint Venture Agreement)

3. The distribution of the positions between and among the board of directors must be taken into consideration to comply with JVA, Section 7.1. The board shall be composed of 3 members.

4. If needed, the articles of incorporation will be modified in order to establish the positions of President, CEO, and Secretary.

5. If applicable by US law, the power of attorney mentioned on sections 8.5 of JVA

Articles of Amedment to Articles of Incorporation of Plexisoft, Inc. (P12000016337)

Section F

Regarding the changes that must be made to the articles of incorporation of Plexisoft inc. according to the Joint Venture Agreement of the Partners are the following:

1. The shareholding structure of the company must be modified to class A and class B shares. The shares will be distributed among the shareholders in correspondence with the total capital contributions made by each Party. (section 3.3 JVA)
2. Interluceo, S.A. shall initially hold 100% of class A shares and TSS Enterprises will hold 100% of class B shares. (section 3.4 JVA)
3. The distribution of positions among the board of directors must be taken into consideration in order to comply with what is stated in the JVA, section 7.1. The Board of Directors of the Company shall be composed of 3 members.
4. If needed, the articles of incorporation will be modified in order to establish the positions of President, CEO and secretary. (section 7.1, 8.1 and 8.2 JVA).
5. If applicable by US laws, the power of attorney mentioned on section 8.5 will be registered among the correspondent authorities.

The date of each amendment(s) adoption: June 19th, 2012

Effective date if applicable: June 19th, 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 August 8th, 2012

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)

Sean Felipe Arcacha
(Typed or printed name of person signing)

CEO, Plexisoft, Inc.
(Title of person signing)