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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OPTIMUM CAPITAL INC.

DOCUMENT NUMBER: P12000073995

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

Please return all correspondence concerning this matter to the following:

Pamela Poveda

Name of Contact Person

OPTIMUM CAPITAL INC.

Firm/ Company

600 Brickell Ave., Suite #1570

Address

Miami, Florida, 33131

City/ State and Zip Code

pam@optimumcp.com

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

For further information concerning this matter, please call:

Josefina Eizayaga

at (305)

537 0800

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:

☐ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RECEIVED
DIVISION OF CORPORATIONS
19 NOV 25 PM 4:41

Articles of Amendment
to
Articles of Incorporation
of

OPTIMUM CAPITAL INC.

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

P12000073995

(Document Number of Corporation (if known))

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:

(City)

, Florida

(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

[illegible]

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 11/20/2019 _____

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)

Gaston Marquevich

(Typed or printed name of person signing)

President

(Title of person signing)

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS
OF
OPTIMUM CAPITAL, INC.**

THE UNDERSIGNED, being all of the members of the Board of Directors of OPTIMUM CAPITAL, Inc. (the "Corporation") a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), do hereby certify that the following resolutions were duly adopted by the Board of Directors of the Corporation and the holder of all of the outstanding capital stock of the Corporation as required by Section 607.0821 and 607.0704 of the Florida Business Corporation Act:

WHEREAS, the Corporation's sole officer and director Gaston Markevich has resolved to appoint another Director of the Corporation, and has elected Leonardo O. Scatturice to serve as officer and director of the Company until his resignation or the next shareholders meeting.; and

WHEREAS, the Board of Directors of Optimum Capital Inc (the "**Corporation**") has determined that that it is in the best interests of the Corporation to replace the current bylaws of the Corporation (the "**Bylaws**") in their entirety with the Amended and Restated Bylaws attached hereto as Exhibit A to reflect the change in membership (the "**First Amended and Restated Bylaws**");

NOW THEREFORE LET IT BE:

Amendment of Bylaws

RESOLVED, to fix in two (2) the number of Directors of the Corporation and appoint Leonardo O. Scatturice as Director. The Board of Directors shall be as follows:

Gaston Markevich, President and Treasurer

Leonardo Scatturice, Director

RESOLVED, that the Bylaws shall be amended and restated substantially in the form of the Restated Bylaws attached hereto as Exhibit A.

RESOLVED, that the **First Amended and Restated Bylaws** be submitted for approval by written consent of the shareholders of the Corporation.

RESOLVED, that the Board hereby recommends that the shareholders approve and adopt the **First Amended and Restated Bylaws**.

The sole Shareholder of record, also a signatory herein,

RESOLVED, to expresses consent to the adoption of the **First Amended and Restated Bylaws**, attached as Exhibit A herein, in writing and without a meeting.

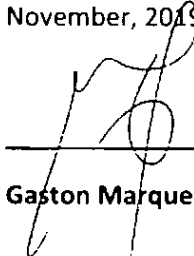
RESOLVED, to express consent that the number of Directors be fixed in two (2) and the officers and directors of the Company shall be:

Gaston Marquevich, President and Treasurer

Leonardo Scatturice, Director

RESOLVED, that the proper officers and the Corporation be, and each of them hereby is in accordance with the foregoing resolutions, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare, execute and deliver, or cause to be prepared, executed and delivered, any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents and information and to do or cause to be done any and all such other acts and things as, in the opinion of any such officer, may be necessary, appropriate or desirable in order to enable the Corporation fully and promptly to carry out the purpose and intent of the foregoing resolutions, to make any filings pursuant to federal, state and foreign laws, and to take all other actions that he deems necessary, appropriate or advisable in order to comply with the applicable laws and regulations of any jurisdiction (domestic or foreign), or otherwise to effectuate and carry out the purpose of the foregoing resolutions and to permit the transaction contemplated thereby to be lawfully consummated, and any such action taken or any agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents and information executed and delivered by them or any of them in connection with any such action shall be conclusive evidence of their or his authority to take, execute and deliver the same.

IN WITNESS WHEREOF, I have executed this Written Consent in Lieu of Meeting on this 4th day of November, 2019.




Gaston Marquevich, President and Treasurer



Leonardo O. Scatturice, Newly Elected Director

BY SOLE SHAREHOLDER: OPTIMUM CAPITAL PARTNERS INC.



Gaston Marquevich, its President

EXHIBIT A

AMENDED AND RESTATED BYLAWS

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