

P13000043027

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(Requestor's Name)

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(City/State/Zip/Phone #)

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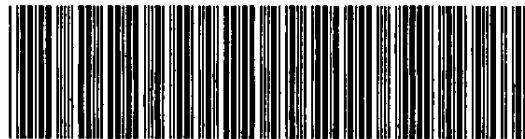
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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*And*

R. WHITE

MAR 28 2018

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18 MAR 27 PM 1:58

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Optimum Capital Partners INC

**DOCUMENT NUMBER:** P13000043027

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

Please return all correspondence concerning this matter to the following:

Gaston Marquevich

Name of Contact Person

Optimum Capital Partners INC

Firm/ Company

600 Brickell Ave #1570

Address

Miami FL 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:

Gaston Marquevich

Name of Contact Person

at ( 305 )

537-0800

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

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18 MAR 27 PM 1:53

Optimum capital Partners INC

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

P13000043027

(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: \_\_\_\_\_, 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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>    </u> Change	<u>D</u>	<u>Leonardo Scatturice</u>	<u>600 Brickell ave #1570</u>
<u>x</u> <u>    </u> Add			<u>Miami FL 33131</u>
<u>    </u> Remove			
2) <u>    </u> Change	<u>    </u>	<u>    </u>	<u>    </u>
<u>    </u> Add			
<u>    </u> Remove			
3 ) <u>    </u> Change	<u>    </u>	<u>    </u>	<u>    </u>
<u>    </u> Add			
<u>    </u> Remove			
4) <u>    </u> Change	<u>    </u>	<u>    </u>	<u>    </u>
<u>    </u> Add			
<u>    </u> Remove			
5) <u>    </u> Change	<u>    </u>	<u>    </u>	<u>    </u>
<u>    </u> Add			
<u>    </u> Remove			
6) <u>    </u> Change	<u>    </u>	<u>    </u>	<u>    </u>
<u>    </u> Add			
<u>    </u> Remove			

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

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

[illegible]

(if not applicable, indicate N/A)

(if not applicable, indicate N/A)

Shareholder	Number of Shares	Percentage	Certificate Number	
Gama Jem Holdings LLC	333	33.3%	2	
Arese Holdings LLC	333	33.3%	3	
MDELM LLC	333	33.3%	4	

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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 January 5th 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)

Gaston Marquevich

(Typed or printed name of person signing)

PDT

(Title of person signing)

**WRITTEN RESOLUTION OF SOLE DIRECTOR  
IN LIEU OF  
MEETING OF THE BOARD OF DIRECTORS  
OF  
OPTIMUM CAPITAL PARTNERS INC. (the "Company")**

**as of January 15<sup>th</sup>, 2018**

Pursuant to Section 607.0821 of the Florida Statutes, the undersigned, Gaston Markevich, being the sole Director of the Company, hereby consents to, approve and adopt the following resolutions in writing, without a meeting:

**WHEREAS**, Gama Jem Holdings, LLC and Arese Holdings, LLC each own of fifty percent (50%) of the issued and outstanding shares of the common stock, with no par value of the Company;

**WHEREAS**, Gama Jem Holdings, LLC and Arese Holdings, LLC desire to assign, transfer and sell to Assignee thirty three percent (33%) of the shares of the common stock of the Company representing one third (1/3) of the share participation in the Company, together with all other interest in and to the Company in the same proportion pursuant to the terms and conditions of a certain Share Purchase Agreement dated 5<sup>th</sup> January, 2018, the copy of which is attached hereto (the "Share Purchase Agreement");

**WHEREAS**, the Shareholders wish to amend a certain Shareholders' Agreement dated February 14, 2014 the ("First Amendment to the Agreement") in order to incorporate MDELM, LLC as a party and signatory thereof; and

**WHEREAS**, the Board of Directors deems it to be in the best interests of the Company to approve such transfer and First Amendment to the Agreement; be it:

**RESOLVED**, that the Company does hereby accept and approve the Share Purchase Agreement and the First Amendment to the Agreement, it is

**RESOLVED FURTHER**, that upon tender of the purchase price and pursuant to the terms of the Share Purchase Agreement, the Treasurer and the Secretary of the Company are instructed to cancel the existing share certificates and issue to, or his/her nominee, three hundred and thirty three (333) shares of the no-par value common stock to each of the shareholders pursuant to the following schedule to reflect the new share participation of the Company:

(i) Shares to be issued to: GAMA JEM HOLDINGS LLC, a Florida Limited Liability Company  
Domicile/ Corporate domicile: 600 Brickell Ave., Suite 1570, Miami, Florida, 33130  
Number of Shares: Three Hundred and Thirty-Three (333)  
% of Capital Ownership: Thirty Three Percent (33%)  
% of Votes Ownership: Thirty Three Percent (33%)

(ii) Shares to be issued to: ARESE HOLDINGS LLC, a Florida Limited Liability Company  
Domicile/ Corporate domicile: 40 SW 13<sup>TH</sup> Street, 804, Miami, Florida, 33130  
Number of Shares: Three Hundred and Thirty-Three (333)  
% of Capital Ownership: Thirty Three Percent (33%)  
% of Votes Ownership: Thirty Three Percent (33%)

(iii) Shares to be issued to: MDELM, LLC, a Florida Limited Liability Company  
Domicile/ Corporate domicile: 100 South Pointe Dr., Continuum South Tower, Apt. #1603, Miami Florida,  
33139


Number of Shares: Three Hundred and Thirty-Three (333)

% of Capital Ownership: Thirty Three Percent (33%)

% of Votes Ownership: Thirty Three Percent (33%)

**RESOLVED**, to grant Gaston Markevich full power of attorney to execute the Share Purchase Agreement and First Amendment to the Agreement, and any other document that may be deemed necessary in relation to the Share Purchase Agreement on behalf and in representation of the Company.

IN WITNESS WHEREOF, the undersigned have executed this Resolution as of the date written above.

  
\_\_\_\_\_  
Gaston Markevich  
President and Treasurer