

P13000043586

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

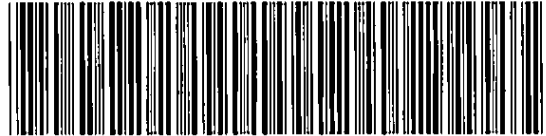
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FL

2020 JAN 21 AM 9:14

2020 JAN 21 10:10:10

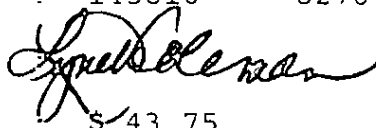
O SIMMONS
JAN 22 2020

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 145810 8276728

AUTHORIZATION



COST LIMIT : \$43.75

ORDER DATE : January 17, 2020

ORDER TIME : 10:38 AM

ORDER NO. : 145810-005

CUSTOMER NO: 8276728

DOMESTIC AMENDMENT FILING

NAME: EDUCATIONEM CONSULENDIS
ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT# 62980

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Educationem Consulendis Enterprises, Inc.

DOCUMENT NUMBER: P13000043586

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

Please return all correspondence concerning this matter to the following:

Jamie B. Mandel

Name of Contact Person

c/o DLC Capital Management LLC

Firm/ Company

3921 Alton Road #465

Address

Miami Beach, FL 33140

City/ State and Zip Code

jbmandel@dlccapimgmt.com

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

For further information concerning this matter, please call:

Jamie B. Mandel

at (917) 593 1644
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 type="checkbox"/> \$35 Filing Fee | <input checked="" 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Educationem Consulendis Enterprises, Inc.

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

P13000043586

(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 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)

3465 NW 2nd Avenue

Miami, Florida 33127

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

c/o DLC Capital Management, LLC

3921 Alton Road #465

Miami Beach, FL 33140

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

CORPORATION SERVICE COMPANY

1201 HAYS STREET

(Florida street address)

New Registered Office Address:

TALLAHASSEE

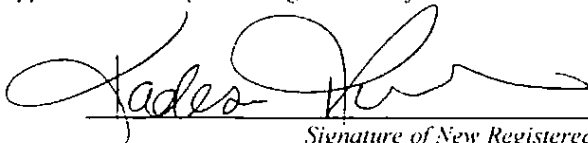
Florida 32301-2525

(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.



Kadesha Roberson
Asst. Vice President

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, P as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☐ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>PD</u>	<u>Roland N. Kindell</u>	<u>Roland N. Kindell</u>
<input type="checkbox"/> Add			<u>565 Brickell Avenue STE 819</u>
<input checked="" type="checkbox"/> Remove			<u>Miami, Florida 33131</u>
2) <input type="checkbox"/> Change	<u>PS</u>	<u>Jamie B. Mandel</u>	<u>c/o DLC Capital Management LLC</u>
<input checked="" type="checkbox"/> Add			<u>3921 Alton Road #465</u>
<input type="checkbox"/> Remove			<u>Miami Beach, Florida 33140</u>
3) <input type="checkbox"/> Change	<u>CEOT</u>	<u>Leila Centner</u>	<u>c/o DLC Capital Management LLC</u>
<input checked="" type="checkbox"/> Add			<u>3921 Alton Road #465</u>
<input type="checkbox"/> Remove			<u>Miami Beach, Florida 33140</u>
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			

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CLERK OF STATE
TALLAHASSEE, FL

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

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

See attached Rider 1.

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SECRETARY OF STATE
TALLAHASSEE, FL

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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)

N/A

January 2, 2020

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

January 2, 2020

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) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.

January 9, 2020
Dated _____

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)

Jamie B. Mandel

(Typed or printed name of person signing)

President

(Title of person signing)

SECRETARY OF STATE
TALLAHASSEE, FL

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RIDER 1 to Amended Articles of Incorporation for Educationem Consulendis Enterprises, Inc.

Article IX

To the fullest extent permitted by law, no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Florida Business Corporations Act (the "FBCA") or any other law of the State of Florida is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the FBCA or any such other law of the State of Florida as so amended. No amendment to or repeal of this Article IX shall adversely affect any right or protection of a director of the corporation existing at the time of, or increase the liability of any director of the corporation with respect to any acts or omissions of such director occurring prior to, such amendment or repeal.

Article X

The corporation shall, to the fullest extent permitted by applicable law, indemnify and advance expenses to (a) its directors and officers and (b) any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section as amended or supplemented (or any successor); provided, however, that, except with respect to proceedings to enforce rights to indemnification, the corporation shall not indemnify any director, officer or such person in connection with a proceeding (or part thereof) initiated by such director, officer or such person unless such proceeding (or part thereof) was authorized by the board of directors of the corporation. The corporation, by action of its board of directors, may provide indemnification or advance expenses to employees and agents of the corporation or other persons only on such terms and conditions and to the extent determined by its board of directors in its sole and absolute discretion. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment to or repeal of this Article X shall adversely affect any right or protection of a director, officer or such other indemnified person of the corporation existing at the time of, or increase the liability of any director, officer or such other indemnified person of the corporation with respect to any acts or omissions of such director, officer or such other indemnified person occurring prior to, such amendment or repeal.

Article XI

The corporation hereby renounces, to the fullest extent permitted by law, any interest or expectancy of the corporation in, or in being offered an opportunity to participate in, any business opportunities that are presented to any of its directors or stockholders who are not otherwise employed by the corporation other than business opportunities that are presented to any director or stockholder acting in his or her capacity as a director or stockholder of the corporation. No amendment to or repeal of this Article XI shall adversely affect any right or protection of a director or stockholder of this corporation existing at the time of, or increase the liability of any director or stockholder of this corporation with respect to any acts or omissions of such director or stockholder occurring prior to, such amendment or repeal.

COVER LETTER

TO: Amendment Section
Division of Corporations

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593 1644

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Area Code & Daytime Telephone Number

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Certificate of Status

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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