P13000090844

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

ROCA TILE USA INC.

Certificate of Status	0
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Page Count	10
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Electronic Filing Menu Corporate Filing Menu Help

Articles of Amendment
to
Articles of Incorporation
of

ROCA TILE USA, INC.

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

P13000090844

(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)

____
____
____

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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

Check if applicable
☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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) ____ Change	CFO	MARIELA CURA	11190 NW 25TH STREET
____ Add			SUITE 100
X Remove			MIAMI, FL 33172
2) ____ Change	Treasurer	KEVIN SILVA	11190 NW 25TH STREET
X Add			SUITE 100
____ Remove			MIAMI, FL 33172
3) ____ Change			
____ Add			
____ Remove			
4) ____ Change			
____ Add			
____ Remove			
5) ____ Change			
____ Add			
____ Remove			
6) ____ Change			
____ Add			
____ Remove			

2023 JUL 25 AM 8:20

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E. **If amending or adding additional Articles, enter change(s) here:**
(Attach *additional sheets, if necessary*). *(Be specific)*

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)

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The date of each amendment(s) adoption: 04/17/2023, 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)

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

- [ ] 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)

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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)

JORGE L TORRES HERERRA
(Typed or printed name of person signing)

PRESIDENT/CEO
(Title of person signing)

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF UNITED STATES CERAMIC TILE INC. IN LIEU OF A SPECIAL MEETING

April 17, 2023

The undersigned, being all of the members of the board of directors (the "***Board***") of United States Ceramic Tile Inc., a Delaware corporation (the "***Corporation***"), hereby consent to and adopt the following resolutions as of the date hereof pursuant to Corporation's Bylaws and General Corporation Law of the State of Delaware (the "***DGCL***"), which resolutions shall have the same force and effect as if adopted by affirmative vote at a special meeting of the Board, duly called and held in accordance with the Corporation's Bylaws and the DGCL.

Appointment of Officers

WHEREAS, Mariela Cura, formerly the Chief Financial Officer and the Secretary of the Corporation, has resigned from her position with the Corporation prior to the date hereof; and

WHEREAS, the Board believes it to be advisable and in the best interests of the Corporation to appoint a certain person to the offices of Secretary and Treasurer of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that, the resignation of Mariela Cura from the positions of Chief Financial Officer and Secretary of the Corporation is hereby approved effective immediately since the day of her resignation, and the Board hereby confirms that Mariela Cura shall have no further authority to act on behalf of or to bind the Corporation and any other grants of authority previously made by the Corporation to Mariela Cura are hereby revoked; and be it further

RESOLVED, the following person be and hereby is appointed to the offices set forth opposite to his respective name to serve at the pleasure of the Board, to hold such office until the appointment and qualification of his respective successors or until his earlier death, resignation or removal:

Name	Offices
Kevin Silva (*Finance and Administration Manager*)	Treasurer, Secretary

RESOLVED, the appointment of the other current officers of the Corporation is hereby confirmed in all respects.

General

RESOLVED, that all actions heretofore taken and all documentation heretofore delivered by any of the appointed officers of the Corporation (the "***Officers***") in furtherance of the foregoing resolutions are ratified, adopted, approved, and confirmed and declared to be binding and enforceable obligations of the Corporation in accordance with the respective terms and provisions thereof; and further

RESOLVED, that the Officers be, and each of them are, authorized, empowered, and directed, to take, or cause to be taken, any and all other such acts and actions and to prepare, execute, and deliver, or cause to be prepared, executed, and delivered any and all such other documents or instruments as, with the advice of counsel, they may deem necessary, desirable or appropriate to otherwise carry out the full intent and purpose of the foregoing resolutions; and further

RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Officers to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated or intended by the foregoing resolutions; and further

RESOLVED, that this Unanimous Written Consent may be executed in counterparts and by electronic or facsimile signature, each of which shall be deemed an original and effective for all purposes, but all of which together shall be deemed one and the same consent.

[*Signature page follows.*]

IN WITNESS WHEREOF, the undersigned members of the Board have executed this Unanimous Written Consent effective as of the date first set forth above.

DIRECTORS:

Federico Toussaint Elosúa (Chairman)

Sergio Ernesto Narváez Garza

Jorge Antonio Touché Zambrano

Domingo Colomo Prados

2023 JUL 25 AM 8:20

IN WITNESS WHEREOF, the undersigned members of the Board have executed this Unanimous Written Consent effective as of the date first set forth above.

DIRECTORS:

____
Federico Toussaint Elosúa (Chairman)

____
Sergio Ernesto Narváez Garza

2023 JUL 25 AM 8:20

____
Jorge Antonio Touché Zambrano

____
Domingo Colomo Prados

STATE OF Florida

County of Miami-Dade

Sworn to and subscribed before me this 17 day of April 2023, by Federico Toussaint Elosua, Sergio Ernesto Narvaez Garza, Jorge Antonio Touche Zambrano and Domingo Colomo.

Personally known ✓ or Produced identification _____

Mae Cecilia Sales

Notary Public

State of Florida

Notary Seal

MAE SALES
MY COMMISSION # GG 910268
EXPIRES: October 7, 2023
Bonded Thru Notary Public Underwriters

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