

P130000100958

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GIRAFFAS USA HOLDING, INC.

DOCUMENT NUMBER: P13000100958

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

Please return all correspondence concerning this matter to the following:

Quinn Smith

Name of Contact Person

GST LLP

Firm/ Company

175 SW 7th Street, suite 2110

Address

Miami, FL 33130

City/ State and Zip Code

quinn.smith@gstllp.com

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

For further information concerning this matter, please call:

Quinn Smith

at (305)

856-7723

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Articles of Amendment
to
Articles of Incorporation
of

GIRAFFAS USA HOLDING, INC.

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

P13000100958

(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)

201 SOUTH BISCAYNE BLVD., SUITE 1200

ROOM 02

MIAMI, FL 33131

C. Enter new mailing address, if applicable;
(Mailing address MAY BE A POST OFFICE BOX)

201 SOUTH BISCAYNE BLVD., SUITE 1200

ROOM 02

MIAMI, FL 33131

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

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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:

☒ 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 | CFO | BARBOSA, JOAO | 1444 BISCAYNE BLVD. STE 216 |
| <input type="checkbox"/> Add | | | MIAMI, FL 33132 |
| <input checked="" type="checkbox"/> Remove | | | |
| 2) <input type="checkbox"/> Change | COO | BARBOSA, JOAO | 1444 BISCAYNE BLVD. STE 216 |
| <input type="checkbox"/> Add | | | MIAMI, FL 33132 |
| <input checked="" type="checkbox"/> Remove | | | |
| 3) <input type="checkbox"/> Change | MGR | OLIVEIRA, ANA PAULA | 1444 BISCAYNE BLVD. STE 216 |
| <input type="checkbox"/> Add | | | MIAMI, FL 33132 |
| <input checked="" type="checkbox"/> Remove | | | |
| 4) <input type="checkbox"/> Change | COO | DIAS RIBEIRO, MARJONE | 201 SOUTH BISCAYNE BLV. |
| <input checked="" type="checkbox"/> Add | | | STE 1200, ROOM 02 |
| <input type="checkbox"/> Remove | | | MIAMI, FL 33131 |
| 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 | | | |

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

[illegible]

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 11/27/2016

Signature [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)

Marijane Ribeiro

(Typed or printed name of person signing)

COO

(Title of person signing)