

P13000101900

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



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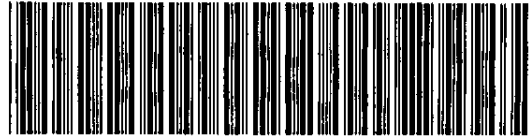
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 JAN 16 AM 10:52

51-16-172

IRA R. SHAPIRO, P.A.

ATTORNEY AND COUNSELOR AT LAW
BAYLEE EXECUTIVE CENTER - SUITE 225
16375 NORTHEAST 18TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

IRA R. SHAPIRO

DADE: (305) 944-3936
BROWARD: (954) 763-5801
FACSIMILE: (305) 944-3345
E-MAIL: info@irarshapiropa.com

January 14, 2015

VIA FEDERAL EXPRESS 772575965789

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Bluepine Capital USA Inc.
Amendment of Articles of Incorporation

To Whom It May Concern:

Please find enclosed an Articles of Amendment to Articles of Incorporation. Also enclosed is a check in the amount of \$52.50 for the filing fees and Certificate of Status, and a return self-addressed stamped envelope.

Sincerely,


IRA R. SHAPIRO

IRS/sma

Encl.

scorp st-john 11415.1

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BLUEPINE CAPITAL USA INC.

DOCUMENT NUMBER: P13000101900

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

Please return all correspondence concerning this matter to the following:

IRA R. SHAPIRO

Name of Contact Person

IRA R. SHAPIRO, P.A.

Firm/ Company

16375 NE 18TH AVENUE, SUITE 225

Address

NORTH MIAMI BEACH, FL 33162

City/ State and Zip Code

info@irarshapiropa.com

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

For further information concerning this matter, please call:

IRA R. SHAPIRO

Name of Contact Person

at (305) 944-3936

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 JAN 16 AM 10:52

BLUEPINE CAPITAL USA INC.

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

P13000101900

(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:

N/A

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**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

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 N/A

(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) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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			_____

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

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

Article III is amended to read as follows:

III SHARES:

The classes and maximum number of shares that the Corporation is authorized to issue is as follows:

1,000 shares of Common Stock, \$1.00 par value

1,700,000 shares of Class A Preferred Shares

The preferences, limitations and relative rights of each class of stock are as follows:

1. All Common and Preferred Shares have equal voting rights.

2. All Common Shares shall have equal redemption rights. With respect to the Preferred Shares, Class A Preferred Shares will be redeemed prior to Class B Preferred Shares, which shall be redeemed prior to Class C Preferred Shares.

3. The Board of Directors may, in its discretion, declare dividends payable to one or more of the Classes of Common Shares, wholly to the exclusion of the other Common Shares, at such times or from time to time, and in such differing amounts among classes of Common Shares * Continued on continuation sheet

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

*Continued from paragraph

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

as the Board of Directors determines to be advisable. Dividends shall not be payable on the preferred shares.

The date of each amendment(s) adoption: December 31, 2014
date this document was signed.

15 JAN 15 AM 10:52

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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

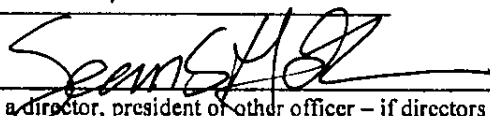
by _____."
(voting group)

☐ 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 December 31, 2014

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)

Sean St-John

(Typed or printed name of person signing)

President

(Title of person signing)