

P14000083938

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Amend

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2024 MAY 24 PM 12 54  
CLERK OF STATE  
TALLAHASSEE, FL 32304

A. RAMSEY  
JUN 14 2024

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: PCE Americas Inc.

DOCUMENT NUMBER: P14000083938

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

Please return all correspondence concerning this matter to the following:

Elis A. Gonzalez Brana

Name of Contact Person

PCE Americas Inc

Firm/ Company

1201 Jupiter Park Drive # 8

Address

Jupiter, FL 33458

City/ State and Zip Code

ego@pce-instruments.com

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

For further information concerning this matter, please call:

Elis A. Gonzalez Brana

at ( 561 ) 320-9162

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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
2024 MAY 24 PM 12 59  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

PCE Americas Inc.

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

P14000083938

(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 Elis A. Gonzalez Brana  
1201 Jupiter Park Drive # 8  
(Florida street address)

New Registered Office Address: Jupiter, FL, Florida 33458  
(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)(c), 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) <u>X</u> Change	<u>PS</u>	<u>Elis A. Gonzalez Brana</u>	<u>1201 Jupiter Park Drive #8</u>
<u>      </u> Add			<u>Jupiter, FL 33458</u>
<u>      </u> Remove			
2) <u>X</u> Change	<u>T</u>	<u>Kathleen Hunt</u>	<u>1201 Jupiter Park Drive #8</u>
<u>      </u> Add			<u>Jupiter, FL 33458</u>
<u>      </u> Remove			
3) <u>      </u> Change	<u>PVST</u>	<u>David Durrenberg</u>	<u>1201 Jupiter Park Drive #8</u>
<u>      </u> Add			<u>Jupiter, FL 33458</u>
<u>X</u> Remove			
4) <u>      </u> Change			
<u>      </u> Add			
<u>      </u> Remove			
5) <u>      </u> Change			
<u>      </u> Add			
<u>      </u> Remove			
6) <u>      </u> Change			
<u>      </u> Add			
<u>      </u> Remove			

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

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

[illegible]

**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: \_\_\_\_\_, 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 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)

Dated 05/15/2024

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)

Elis A. Gonzalez Brana

\_\_\_\_\_  
(Typed or printed name of person signing)

President/Secretary

\_\_\_\_\_  
(Title of person signing)

**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF MEETING OF  
SHAREHOLDERS AND DIRECTORS OF  
PCE AMERICAS INC.**

The undersigned, being all of the Directors and Stockholders of PCE Americas Inc., a Florida Corporation ("Corporation"), thereby holding a majority of the voting common stock, by their signature hereto, hereby adopt this Unanimous Written Consent, effective 16.05., 2024, in lieu of a formal noticed meeting, waiving all notice of the time, place and objections of such meeting, and consent to, approve and adopt the following corporate actions:

1. The following persons presently hold shares in the Corporation:

<u>Shareholder</u>	<u>No. of Shares</u>	<u>Certificate No.</u>
PCE Holding AG	100	1

2. RESOLVED: the Shareholder hereby elects the acting General Managers of PCE Holding AG to comprise the Board of Directors of the Corporation, who shall serve on the Board of Directors until the next annual meeting or until their successors are elected and qualified. In the event of the change in composition of the Management of PCE Holding AG, there shall be an automatic corresponding change in the composition of the Board of Directors of the Corporation, and a formal approval shall not be required for the removal of a Director who is no longer a General Manager or the election of a new General Manager as a Director. Currently, the Management consists of the following individuals:

Benjamin Senger  
Jorg Gerke  
Andreas Barth

3. RESOLVED: The Board of Directors hereby elects the following persons as officers of the Corporation, who shall serve in their respective positions until the next annual meeting or until their successors are elected and qualified:

President	Elis A Gonzalez Brana
Secretary	Elis A Gonzalez Brana
Treasurer	Kathleen Hunt

4. RESOLVED: The Articles of Incorporation of the Corporation shall be amended to reflect the new officers. Elis A Gonzalez Brana, as President, is hereby authorized and empowered to file such Amendment with the Florida Secretary of State and do and perform any and all acts necessary to effectuate the foregoing resolution.

5. RESOLVED: all the actions of the Corporation occurring since the last meeting thereof are hereby ratified and confirmed.

B. Senger  
Benjamin Senger, Director

J. Gerke  
Jorg Gerke, Director

A. Barth  
Andreas Barth, Director

PCE Holding AG, Shareholder

By: B. Senger  
Benjamin Senger, General Manager

By: J. Gerke  
Jorg Gerke, General Manager

By: A. Barth  
Andreas Barth, General Manager