

P14000097059

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100268085181

01/12/15--01027--001 **43.75

FILED
2015 JAN 12 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend/cls
@ 1.14.15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SERVICE OMEGA INC.

DOCUMENT NUMBER: P14000097059

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

Please return all correspondence concerning this matter to the following:

Darren M. Soto, Esq.

Name of Contact Person

Darren Soto Law Offices, P.A.

Firm/ Company

338 N Magnolia Ave, Suite D

Address

Orlando, FL 32801

City/ State and Zip Code

vicente@investrealtygroup.com

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

For further information concerning this matter, please call:

Darren M. Soto, Esq

Name of Contact Person

at (407)

982-3663

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
SERVICE OMEGA INC.

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

P14000097059

(Document Number of Corporation (if known))

FILED
2015 JAN 12 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 _____

(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:

☒ 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 <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>DPTS</u>	<u>VICENTE VIRGILIO</u>	<u>976 E Osceola Pkwy</u> <u>Kissimmee, FL 34744</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>S</u>	<u>REYNALDO IZAGUIRRE</u>	<u>976 E Osceola Pkwy</u> <u>Kissimmee, FL 34744</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>OSWALDO MACHADO</u>	<u>976 E Osceola Pkwy</u> <u>Kissimmee, FL 34744</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>ALFREDO MEYER</u>	<u>976 E Osceola Pkwy</u> <u>Kissimmee, FL 34744</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>VLADIMIR KISLINGER</u>	<u>976 E Osceola Pkwy</u> <u>Kissimmee, FL 34744</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u>

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

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

The Shareholders have adopted an Amended Articles of Incorporation which is attached
hereto and should be filed with the Florida Department of State, Division of Corporations

**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)

AMENDED ARTICLES OF INCORPORATION

OF

SERVICE OMEGA INC.

The undersigned subscriber to these Amended Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation For-Profit under Chapter 607 of the Florida Statutes.

ARTICLE I

NAME

The name of the Corporation is **Service Omega Inc.** (hereinafter, "Corporation").

ARTICLE II

PURPOSE OF BUSINESS

The Corporation shall engage in any lawful business purpose including, but not limited to, **marketing, developing and selling insurance products including but not limited to home warranty products.**

ARTICLE III

PRINCIPAL OFFICE

The address of the principal office and the mailing address of this Corporation is **976 E Osceola Pkwy, Kissimmee, FL 34744.**

ARTICLE IV

INCORPORATOR

The name and street address of the Incorporator(s) of this Corporation are:

**Vicente Virgilio
976 E Osceola Pkwy
Kissimmee, FL 34744**

ARTICLE V

OFFICERS

The Officers of the Corporation shall be:

President / Treasurer / Secretary:

**Vicente Virgilio
976 E Osceola Pkwy
Kissimmee, FL 34744**

The President shall manage the day-to-day operations of the Corporation. The Treasurer and Secretary shall

assist President in managing major business policies and decisions for the Corporation.

ARTICLE VI

DIRECTORS

The Director(s) of the Corporation shall be:

Director:

**Vicente Virgilio
976 E Osceola Pkwy
Kissimmee, FL 34744**

The Board of Directors shall determine all major business policies and decisions for the Corporation.

ARTICLE VII

CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ten thousand shares (10,000) shares** of common stock, each share having the par value of one dollar (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII

SUBCHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Subchapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or

make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of the stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Subchapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE IX

SHAREHOLDERS' AGREEMENT

All the shares of stock of this Corporation may be subject to a Shareholders' Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE X

POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XI

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XII

REGISTERED OWNER(S)

12.1 The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

12.2 The registered owner(s) of Element Entertainment Corp. are as follows:

Vicente Virgilio	8400 Shares (84%)
Vladimir Kislinger	800 Shares (8%)
Oswaldo Machado	800 Shares (8%)

ARTICLE XIII

BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV

EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida

ARTICLE XV

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation

ARTICLE XVI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is **976 E Osceola Pkwy, Kissimmee, FL 34744**, and the name of the Corporation's registered agent at that address is **Vicente Virgilio**.

The undersigned, being the original shareholders of the Corporation, certify that this instrument constitutes the proposed Articles of Incorporation of **Service Omega Inc.**

By: 

Vicente Virgilio
SHAREHOLDER
REGISTERED AGENT

By: 

Vladimir Kislinger
SHAREHOLDER

By: 

Oswaldo Machado
SHAREHOLDER

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)

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 01/05/18

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)

Vicente Virgilio

(Typed or printed name of person signing)

Director / President / Secretary / Treasurer

(Title of person signing)

