

P1500004765

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

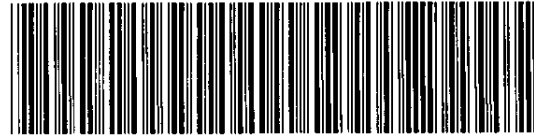
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
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Office Use Only



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Amd/Restate

JUL 16 2015

R. WHITE

FILED
15 JUL 15 11:38:43
PROJ 2015



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 1, 2015

MAKSIM SYSOYEU
20335 W COUNTRY CLUB DR APT 1710
AVENTURA, FL 33180

SUBJECT: BIOFUEL USA CORP.
Ref. Number: P15000044765

We have received your document for BIOFUEL USA CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted 2 documents under one filing fee. Also, the second document appears to be new articles of incorporation which cannot be filed for an existing corporation. IF you wish to refile your articles of incorporation, the proper way to do so would be to entitle the document as "Amended and restated articles of incorporation. Then, only file that document, instead of articles of amendment. Please note: all the filing requirements to file articles of amendment must be adhered to in the amended and restated articles of incorporation. Please refer to page 4 of the articles of amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 015A00013821

RECEIVED
15 JUL 15 PH
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BIOFUEL USA CORP

DOCUMENT NUMBER: P15000044765

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

Please return all correspondence concerning this matter to the following:

Maksim Sysoyeu
Name of Contact Person

Firm/ Company

20335 W COUNTRY CLUB DR APT 1710

Address

AVENTURA FL 33180

City/ State and Zip Code

MAKSIM.SYSOYEU@BIOFUEL-USA.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MAKSIM SYSOYEU at (407) 749-9906
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:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

15 JUL 15 1970
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BIOFUEL USA CORP**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME - PRINCIPAL PLACE OF BUSINESS & DURATION

The name of the Corporation is **BIOFUEL USA CORP.** The principal place of business of the Corporation is **20335 W Country Club Drive Apt 1710, Aventura, FL 33180.** The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE II

REGISTERED OFFICE

The address of the registered office in the state of Florida is **20335 W Country Club Drive Apt 1710, Aventura, FL 33180.**

ARTICLE III

CORPORATE PURPOSE, POWERS & RIGHTS

The nature and purpose of the organization is to engage in any lawful act or activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

CAPITAL STOCK

Common Stock. The total number of shares of capital stock which the Corporation has authorized to issue is **100,000,000** of Common Stock at no par value.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

The designations, voting powers, preferences, participation, special rights, qualifications, limitations or restriction are as follow:

- The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors. In the event of dissolution or liquidation, the holders of

Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stocks held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell transfer or otherwise dispose of the or any part of such remaining assets to any other Corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other Corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock.

- Each shareholder has one vote with respect to each share of common stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

Preferred Stock. The aggregate number of shares of preferred which the Corporation shall have authority to issue is 10,000,000 and shall be issued at fair market value as determined by the Board of Directors.

- The annual rate of dividends payable on shares of such class must be determined by the Board to be within the Market rate payable on instruments of like kinds whether in cash or in stock.
- The rights, if any, of the holders of shares of such class to convert such shares into, or exchange such shares of any other class of Preferred Stock and the terms and conditions of such conversion or exchange must be such that the conversion occurs at the fair market value of the Common Stock at the time of conversion.

It is up to the Board of Directors to reclassify any unissued shares of any class of Preferred Stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, but subject to the limitations described in the above provisions.

ARTICLE V
BOARD OF DIRECTORS & OFFICERS

The number of directors will be fixed from time to time by resolution of the Board of Directors. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

To add each additional board sit, it must be approved by 100% of the board and/or a shareholders majority vote of fourth fifths (80%) of the issued stocks.

The Corporation shall have a President, a Secretary, a Treasurer/CFO, and may have additional officers and assistant officers including, without limitation thereto, one or more Vice Presidents, assistant secretaries and assistant Treasurers.

The name and mailing address of the persons who shall serve as directors & officers of the Corporation until the first annual meeting of the shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MAKSIM SYSOYEU PRESIDENT - DIRECTOR	20335 W Country Club Dr Apt 1710 Aventura, FL 33180
FABIAN NUÑEZ VICE PRESIDENT - DIRECTOR	500 Bayview Dr Apt 520 Sunny Isles Beach, FL 33160
JULIO C SUAREZ - DIRECTOR CFO	14837 Balgowan Rd Apt 203 Miami Lakes, FL 33016

ARTICLE VI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Maksim Sysoyeu residing at 20335 W Country Club Dr Apt 1710 Aventura, FL 33180.

ARTICLE VII
AMENDMENTS

This Corporation reserves the rights to amend or repeal any provision contained in these articles of Incorporation, or any amendment hereto, by a majority vote of fourth fifths (80%) of Board of Directors, provided proportionality to the shares they

represent. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my and seal.

ARTICLE VIII

QUORUM

A quorum shall exist when fourth fifths (80%) shareholders entitled to vote are present at the meeting, present in person or by proxy.

ARTICLE IX

TRANSACTIONS & OBLIGATIONS

Only the Board of Directors is authorized to bind the Corporation into any transaction or legal obligation. Such authorizations must be approved with a majority vote of fourth fifths (80%) of the vote.

ARTICLE X

SHAREHOLDERS RESTRICTIONS

The right of every shareholder to sell or transfer his/her share is restricted. In the event a shareholder wanted to sell his shares, he must first offer to sell them to the (1) corporation, (2) equally among interested existing shareholders and (3) outside parties. All voting power shares are considered unvested until 3 years from the filing date of these articles of incorporation. Before the 3rd corporate filing anniversary, should any shareholder abandon his/her duties as officer or director of the corporation, such person would be considered to have forfeited his/her shares.

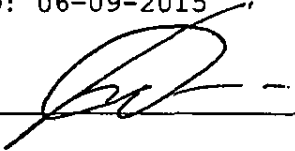
ARTICLE XI

CAPITALIZATION OF THE COMPANY

Only when requested from the Board of Directors by 80% vote, shareholders will fund the company's operation and investments proportionally to their respective shares. To prevent dilution, in the event shareholders are unable to fund the company's operations proportionally to their shares, the rest of the shareholders will be issued preferred stocks to compensate their additional investment and return on capital proportionally to their holdings of common stocks and preferred stocks. If the

capital raised from shareholders is not sufficient to fund the company's operations and investment, then the board must seek additional funds from outside parties.

DATED: 06-09-2015



Maksim Sysoyeu
INCORPORATOR & REGISTERED AGENT

06/09/2015

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

06/09/2015

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 06/09/2015 _____

Signature Julio C. Suarez _____

(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)

JULIO C SUAREZ

(Typed or printed name of person signing)

CFO - D

(Title of person signing)