

P17000015529

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAR 15 AM 11:00

MAR 17 2017
C McNAIR

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BIMINI PRIDE OF USA IMPORT & EXPORT CORP.

DOCUMENT NUMBER: P17000015529

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

Please return all correspondence concerning this matter to the following:

Joshua D. Medvin, President & CEO

Name of Contact Person

BIMINI PRIDE OF USA

Firm/ Company

1779 Micanopy Avenue

Address

Miami, Florida 33133

City/ State and Zip Code

bimini.pride.of.usa@gmail.com

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

For further information concerning this matter, please call:

Joshua D. Medvin, Pres.

Name of Contact Person

at (305) 975-0491

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

Please Expedite!!
Thank you

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
17 MAR 15 AM 11:00

Articles of Amendment
to
Articles of Incorporation
of

BIMINI PRIDE OF USA IMPORT & EXPORT CORP, a Florida corporation

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

P17000015529

(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**)

20285 Old Cutler Road

Cutler Bay, Florida 33189

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

1779 Micanopy Avenue

Miami, Florida 33133

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 Joshua D. Medvin

1779 Micanopy Avenue, Miami, Florida 33133

(Florida street address)

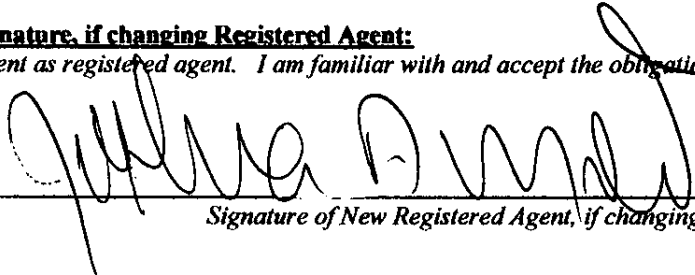
New Registered Office Address: 20285 Old Cutler Road, Cutler Bay, Florida 33189

(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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DIVISION OF CORPORATIONS
17 MAR 15 AM 11:00

✓ 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	<u>PSDCEO</u>	<u>DAVID ORIHUELA</u>	<u>7905 SW 201, Terrace</u> <u>Miami, FL 33189</u>
<input type="checkbox"/> Add			
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>PTD' CEO</u>	<u>JOSHUA D. MEDVIN</u>	<u>1779 Micanopy Avenue</u> <u>Miami, FL 33133</u>
<input checked="" 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)

be

Article VIII : No Shares of the corporation shall be transferred, sold, purchased, or devised through will or trust, without the approval of a majority of the Directors of the corporation, obtained at a special meeting of the Board or directors called for said purpose. Further, if an approval of the proposed sale or transfer or devise is so approved, the remaining Directors shall have the right to purchase said shares at fair and full market value from seller of said share or shares. Said right of first refusal to purchase said shares shall be available on an equal and pro-rata basis. If a Director decides not to purchase said share or shares, then the remaining Director shall have the right to purchase all of said available shares. If no Director wishes to exercise said right of first refusal to purchase said share(s), then said share(s) may be sold to a third party or parties.

Article IX : Shares will be issued by the corporation within 120 days of date the corporation was filed with the Secretary of State, of the State of Florida.

Article X : The corporation shall have a U.S. bank/brokerage account and a bank account in Bimini, Bahamas, in a Bahamian bank to facilitate the transaction of purchases of seafood/shellfish and other items in the Bahamas for shipment to the US. The U.S. bank/brokerage account will be handled by the CEO, Joshua D. Medvin, including the deposit of all checks, drafts and funds, and the signing of all checks and approval of all debits to the corporate account, for the initial ninety (90) days of operations. Thereafter, the CFO, once appointed, will be added to all U.S. bank/brokerage accounts and he will have co-equal signature authority with the CEO. The Bahamian bank account(s) will include both the CFO and the CEO with full co-equal signature authority from the opening of all Bahamian bank accounts.

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

The date of each amendment(s) adoption: February 22, 2017, if other than the date this document was signed.

Effective date if applicable: March 4, 2017
(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 February 22, 2017

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)

David Orihuela, P/S/D/CEO (through 03/04/2017
(Typed or printed name of person signing)

President, Secretary, Director & CEO
(Title of person signing)

WITNESSED BY:

Joshua D. Medvin, P/T/D/CEO/CEO

BIMINI PRIDE OF USA IMPORT & EXPORT CORP.

**C/O: 20284 Old Cutler Road
CUTLER BAY, FLORIDA 33189**

**Telephone (305) 975-0491
joshuamedvin@aol.com**

Joshua D. Medvin, Pres. & CFO

March 4, 2017

AGREEMENT TO SELL ALL INTEREST AND SHARES IN BIMINI PRIDE OF USA IMPORT & EXPORT CORP. & RESIGNATION FROM ALL CORPORATE OFFICES AND POSITIONS

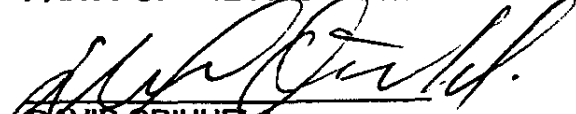
I, David Orihuela, as Vice President, Director, CEO and Shareholder of BIMINI PRIDE OF USA IMPORT & EXPORT CORP., party of the first part, hereby transfers, sells, and assigns all my shares (both issued and unissued), and interest in said corporation to JOSHUA D. MEDVIN, President, Director, Shareholder, & CFO of said corporation, the party of the second part, for the total amount and consideration of \$500.00 and OGVC in hand paid by the party of second part. In addition, the Party of the First Part, hereby resigns all of his corporate positions with Bimini Pride of USA Import & Export Corp., a Florida corp., effective as of the execution of this document.

In addition, the PARTY OF THE FIRST PART will upon execution hereof, turn over all original packing boxes and stone crabs in the seven Styrofoam boxes/containers consisting a total of 529 pounds gross weight, and 476.10 net weight, per Air Waybill attached hereto IBC#175-20813581.

The Party of the Second Part hereby fully releases the Party of the First from any and all liability of whatever nature, whether, FDA, state, Federal or personal liability upon full execution hereof.

Dated: 3-04-2017

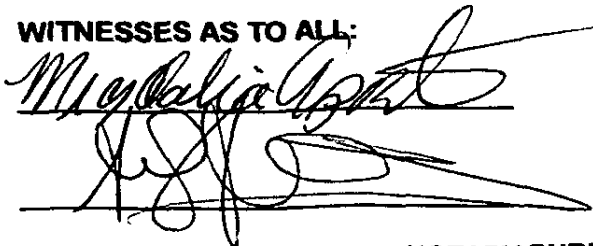
PARTY OF THE FIRST PART:


DAVID ORIHUELA

PARTY OF THE SECOND PART:


JOSHUA D. MEDVIN

WITNESSES AS TO ALL:





NOTARY PUBLIC

SWORN AND SUBSCRIBED BEFORE ME this 4 day of March, 2017, at Cutler Bay,
Miami-Dade County, Florida.

Juanita L. Mosley My Comm Expires: 6-30-17
Notary Public, State of Fla.

