

P18000095739

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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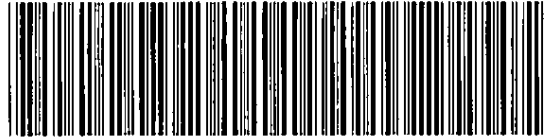
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VIDEOWORKS OF AMERICAS, INC.

DOCUMENT NUMBER: P18000095739

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

Please return all correspondence concerning this matter to the following:

Serena Fichera

Name of Contact Person

Barakat + Bossa, PLLC

Firm/ Company

2701 Ponce de Leon Blvd., Suite 202

Address

Coral Gables, FL 33134

City/ State and Zip Code

sfichera@b2b.legal

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

For further information concerning this matter, please call:

Serena Fichera

at (754)

2626470

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

REC'D
FEB 16 PM 2:55
STATE
OFFICE

Articles of Amendment
to
Articles of Incorporation
of

VIDEOWORKS OF AMERICAS, INC.

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

P18000095739

(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)

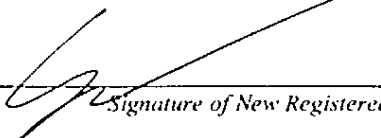
C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

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:

<u>Name of New Registered Agent</u>	B2B Registered Agent LLC
	2701 Ponce de Leon Blvd., Suite 202
	(Florida street address)
<u>New Registered Office Address:</u>	Coral Gables, Florida 33134
	(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.

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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) <input type="checkbox"/> Change	Title Bu	Joiner, Brooke Kristine	5170 TENNIS LN
<input type="checkbox"/> Add			DELRAY BEACH, FL 33484
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	COO	Ruggeri, Nicola	6421 COOLIDGE STREET
<input checked="" type="checkbox"/> Add			HOLLYWOOD, FL 33024
<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			

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OFFICE
TREASURER

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

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

SEE ATTACHMENT A TO ARTICLES OF AMENDMENT OF VIDEOWORKS OF AMERICAS, INC.

TO ADD NEW ARTICLE VIII

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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2:23 PM
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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 August 10, 2023 _____

Signature Mauro Frattesi
(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)

Mauro Frattesi

(Typed or printed name of person signing)

CEO

(Title of person signing)

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STATE

ATTACHMENT A TO ARTICLES OF AMENDMENT
OF
VIDEOWORKS OF AMERICAS, INC.

Add new Article to Videoworks of Americas, Inc. Articles of Incorporation:

ARTICLE VIII – OFFICERS

If the Company appoints a Chief Operating Officer ("COO"), the COO's powers will be limited as follows:

1. The COO will have the authority to enter into NDAs, Offers to Clients, Sales Contracts, and Purchase Order confirmations:

- (a) Up to \$500,000 for each individual contract and up to \$2,000,000 in total aggregate value per calendar year.
- (b) With a maximum duration of 12 months (or shorter).

In the event that the COO intends to enter into any contracts under paragraph 1 that exceed the thresholds mentioned in (a) and (b) above, the CEO's counter signature shall be required.

2. The COO will have the authority to enter into agreements to hire Contractors and Subcontractors:

- (a) Up to \$10,000 for each Contractor and Subcontractor hired and up to \$50,000 in total aggregate value per calendar year.
- (b) With a maximum duration of 12 months (or shorter).

In the event that the COO intends to enter into any contracts under paragraph 2 that exceed the thresholds mentioned in (a) and (b) above, the CEO's counter signature shall be required.

3. The COO will have the authority to enter into agreements to purchasing materials and equipment:

- (a) Up to \$50,000 for each agreement and up to \$250,000 in total aggregate value per calendar year.
- (b) With a maximum duration of 12 months (or shorter).

In the event that the COO intends to enter into any contracts under paragraph 3 that exceed the thresholds mentioned in (a) and (b) above, the CEO's counter signature shall be required.

4. The COO will have the authority to review and approve Employees' Expense Statements:

- (a) Up to \$2,000 for each expense statement.
- (b) The COO is prohibited from approving his own expense statements, which shall be subject to the approval of the CEO.

In the event that the COO intends to approve any expense statements under paragraph 4 that exceed the thresholds mentioned in (a) above, the CEO's counter signature shall be required.

5. The COO will have the authority to enter into agreements to hire Professional Service Providers subject to the following terms and conditions:

- (a) Up to \$1,000 for each Professional Service Provider hired and up to \$5,000 in total aggregate value per calendar year.
- (b) With a maximum duration of 12 months (or shorter).

In the event that the COO intends to enter into any contracts under paragraph 5 that exceed the thresholds mentioned in (a) and (b) above, the CEO's counter signature shall be required.

6. The COO will have the authority to hire personnel only with the CEO's counter signature.

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