

P2C C000064853

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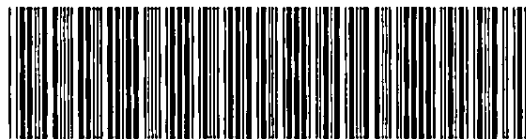
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TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ARTILES CAPITAL FUND INC.

DOCUMENT NUMBER: P20000064853

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

Please return all correspondence concerning this matter to the following:

MARTIN G. PREGO, ESQ.
Name of Contact Person
PREGO LAW GROUP PLLC
Firm/ Company
1109S BISCAYNE BLVD., STE 100-A
Address
NORTH MIAMI FL., 33161
City/ State and Zip Code
mprego@pregolawgroup.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Martin G. Prego, Esq at (305) 498-6114
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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

ARTILES CAPITAL FUND INC.

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

P20000064853

(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**)

1000 Brickell Ave. STE 925

Miami, FL., 33131 - USA

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

11098 Biscayne Blvd. STE 100-A

North Miami, FL., 33161

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

11098 Biscayne Blvd. - STE 100-A

(Florida street address)

New Registered Office Address:

North Miami

Florida 33161

(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) <input type="checkbox"/> Change	<u>D</u>	<u>Modafferi, Giovanni</u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input checked="" type="checkbox"/> Remove			<u></u>
2) <input type="checkbox"/> Change	<u>D/VP</u>	<u>Pastore, Fabio</u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input checked="" type="checkbox"/> Remove			<u></u>
3) <input type="checkbox"/> Change	<u>SH 70%</u>	<u>AC Fidelity Fund, Inc.</u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input checked="" type="checkbox"/> Remove			<u></u>
4) <input type="checkbox"/> Change	<u>VP/D/SI</u>	<u>Rodriguez, Carlos J.</u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input checked="" type="checkbox"/> Remove			<u></u>
5) <input type="checkbox"/> Change	<u>D MGR</u>	<u>Bulent, Osman</u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input checked="" type="checkbox"/> Remove			<u></u>
6) <input type="checkbox"/> Change	<u>D</u>	<u>Artiles, Jose Miguel Jr.</u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input checked="" type="checkbox"/> Remove			<u></u>

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>Change</u>	<u>Compt</u>	<u>Maltese, Cesar</u>	<u></u>
<u>Add</u>			
<u>X</u> Remove			
2) <u>X</u> Change	<u>P/D</u>	<u>Artiles, Jose Miguel</u>	<u>1111 Brickell bay Dr., # 2807</u>
<u>Add</u>			<u>Miami, FL., 33131</u>
<u>Remove</u>			
3) <u>X</u> Change	<u>VP/D</u>	<u>Villuendas, Fernando</u>	<u>1000 Brickell Ave. #925</u>
<u>Add</u>			<u>Miami, FL., 33131</u>
<u>Remove</u>			
4) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
5) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			
6) <u>Change</u>			
<u>Add</u>			
<u>Remove</u>			

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

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

On October 21, 2021, The Board of Directors unanimously decided to authorized the Corporation to increase the total number of shares the corporation is authorized to issue from 35,000,000 shares to 80,000,000 shares of common stock.

As of December 15, 2021, the total outstanding shares of common stock is 80,000,000 shares with a nominal value of \$1.00 per share.

The current registered shareholders of the Corporation are shown on Exhibit A attached hereto.

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

October 21, 2021

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

October 21, 2021

Effective date if applicable: _____
(no more than 90 days after amendment file date)

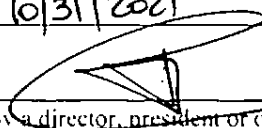
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 10/31/2021

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)

Martin Prego, Esq.

(Typed or printed name of person signing)

Legal Counsel

(Title of person signing)

EXHIBIT A
Corporate Share Registry
Artiles Capital Fund Inc.

As per October 21, 2021, the current shareholders of the Corporation are:

Shareholder Name	No. of Shrs
AC Fidelity Fund Inc	17,000,000
Melt Fidelity Fund Inc	11,600,000
Artiles Capital LLC	32,400,000
Jose Miguel Artiles	8,000,000
Jose Miguel Artiles JR	3,000,000
Fernando Villuendas	8,000,000