

P21000086677

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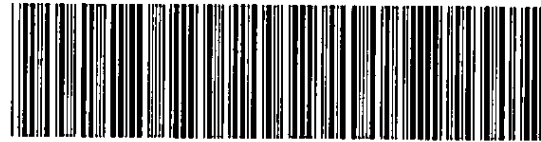
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2022 FEB 11 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FL

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: AC FIDELITY HOLDINGS USA INC.

DOCUMENT NUMBER: P21000086677

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

11098 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:

☐ \$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

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

2022 FEB 11 PM 12:52

AC FIDELITY FUND INC.

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

P20000020414

(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:**

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(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 (1)(e), F.S.

1)	<input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	Compt	Maltese, Cesar	
2)	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Add	P. CEO	ARTILES, Jose M.	1111 Brickell Bay Dr. #2807 Miami, FL... 33131 - USA
3 )	<input type="checkbox"/> Remove <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	SD	VILLUENDAS VERA, Fernando	1000 Brickell Ave. #925 Miami, FL... 33131 - USA
4)	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	D	RÓDRIGUEZ, Carlos J	1000 Brickell Ave. #925 Miami, FL... 33131 - USA
5)	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	D	PASTORE, Fabio	Via Dante Veroni 32 00049 Velletri, RM. IT
6)	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	D	OSMAN, Bulent	117 Leaves Green Rd. Keston, Kent BR2 6DG, UK

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>X</u> Change	<u>D</u>	<u>ARTILES, Jose Miguel JR</u>	<u>1111 Brickell Bay Dr., #2807</u>
<u>      </u> Add			<u>Miami, FL., 33131</u>
<u>      </u> Remove			
2) <u>      </u> Change	<u>D</u>	<u>VILLUENDAS, Helios</u>	<u>C/Ciudad 34, #1, Son Servera</u>
<u>X</u> Add			<u>07550 Baleares, Spain</u>
<u>      </u> Remove			
3) <u>      </u> Change	<u>D</u>	<u>ANTONELLI, Francesco</u>	<u>Via don Lorenzo Milani 14</u>
<u>X</u> Add			<u>25032 Chiari (bs) Brescia, IT</u>
<u>      </u> Remove			
4) <u>      </u> Change	<u>D</u>	<u>MORICI, Alberto</u>	<u>Via Montegiove 61, INT 4</u>
<u>X</u> Add			<u>Genzano di Roma, IT</u>
<u>      </u> Remove			
5) <u>      </u> Change			
<u>      </u> Add			
<u>      </u> Remove			
6) <u>      </u> Change			
<u>      </u> Add			
<u>      </u> Remove			

**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 170,000,000 shares to 350,000,000 shares of common stock.

As of October 21, 2021, the total outstanding shares of common stock is 350,000,000 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 \_\_\_\_\_

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**  
**AC Fidelity Fund Inc.**

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

Shareholder Name	No. of Shrs
José Miguel Artiles	12,500,000
Artiles Capital LLC	116,000,000
Carlos Rodríguez Suarez	12,500,000
Fernando Villuendas	12,500,000
AC Fidelity Holdings USA Inc	122,000,000
Artiles Capital Fund Inc	62,000,000
Fabio Pastore	12,500,000