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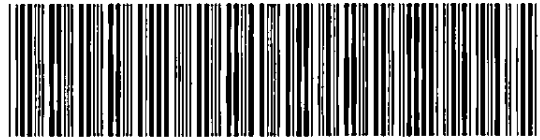
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
MILWAUKEE, WI

2024 MAY 21 PM 11:48

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NEIGHPART INTERNATIONAL Corp

DOCUMENT NUMBER: P22000067984

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Claudio A Escobar Brizuela
Name of Contact Person
N/A
Firm/ Company
10540 SW 177th Street Unit 1
Address
Miami, Florida, 33157
City/ State and Zip Code
claudio@nic-usa.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jorge I. Schoolnik at (305) 401-7366
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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

SECRETARY OF STATE
TALLAHASSEE, FL

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Articles of Amendment
to
Articles of Incorporation
of

NEIGHPART INTERNATIONAL, Corp

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

P22000067984

(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)

N/A

N/A

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 N/A

(Florida street address)

New Registered Office Address: N/A, Florida
(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.

N/A

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:

☒ Change PT John Doe

☐ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
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1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input 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	_____	_____	_____

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TALLAHASSEE, FL

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

SECRETARY OF
THE ARMY

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SECRETARY OF STATE
TALLAHASSEE, FL

(if not applicable, indicate N/A)

[illegible]

The date of each amendment(s) adoption: February 20, 2024, if other than the date this document was signed.

Effective date if applicable: February 20, 2024
(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 May 13th, 2024

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)

Claudio A Escobar Brizuela

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

SECRETARY OF STATE
TALLAHASSEE, FL

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**MINUTES OF SHAREHOLDERS' SPECIAL MEETING
NEIGHPART INTERNATIONAL, Corp.**

The special meeting of the stockholders of Neighpart International, Corp (the "Company") was held at the office of the company, 20301 SW 106th Ave, Miami, Florida 33189, on February 22, 2024, at 10:00 o'clock, AM.

The meeting was called to order by Mr. Claudio A Escobar Brizuela, the president of the company, who presided at the meeting in accordance with the provisions of the bylaws of the company, and Mr. Claudio A Escobar Brizuela, secretary of the company, being present, acted as secretary of the meeting.

Upon motion of Mr. Claudio A Escobar Brizuela made and seconded, and unanimously carried, the reading of the roll of the stockholders entitled to vote at the meeting, the following stockholders were present in person:

Names	No. of shares	% Stock ownership
Claudio A Escobar Brizuela	14,000,1	0.9
Virginia A Caballero Ojeda	144,1	0.0

No stockholders were represented by proxy. A majority in interest of all the stockholders of the company, were present.

The secretary presented and read a copy of the notice of the meeting:

1. Amendment of the Articles of Incorporation of the Corporation

Due to the certainty on the majority shareholders present, no mailing was delivered to the meeting to each registered stockholder at their address as it appears on the books of the company.

Upon motion made and seconded the meeting proceeded to the analysis and discussion of the first item on this meeting, "**Amendment of the Articles of Incorporation of the Corporation.**", which after discussion the following amendment as been approved and then included in the Articles of Incorporation of the Corporation:

ARTICLE FOURTH. Authorized Shares.

4.(1). **Classes and Number of Shares.** The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is one billion and twenty million (1,020,000,000) shares, consisting of: (i) one billion (1,000,000,000) shares of common stock, par value \$0.001 and one (1) vote per share (the "Common Stock") and (ii) twenty million (20,000,000) shares of "blank check" preferred stock, par value \$0.001 per share (the "Preferred Stock"), each having the rights set forth in these Articles of Incorporation (including any Certificate of Designation filed with the Secretary of State of the State of Florida establishing the terms of a series of Preferred Stock). The authorized number of shares of any class of capital

stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation entitled to vote on the matter. Except as may be required by a series of Preferred Stock or by applicable law, no separate vote of such class of capital stock, the authorized number of which is to be increased or decreased, shall be necessary to effect such change.

4.(2). **Preferred Stock.** The Board of Directors of the Corporation (the "Board") is hereby authorized, by resolution or resolutions thereof, to provide, out of the unissued shares of Preferred Stock, a series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series, and the designation of such series, the voting and other powers (if any) of the shares of such series, and the preferences and any relative, participating, optional or other special rights and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, may differ from those of any and all other series of Preferred Stock at any time outstanding. For the avoidance of doubt, as of January 10, 2023, there are zero (0) shares of Preferred Stock outstanding. All Certificates of Designation filed with the Secretary of State of the State of Florida establishing the terms of a series of Preferred Stock by the Corporation prior to January 10, 2023, are hereby declared null and void.

4.(2).1. **Voting Rights**

(a). If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to three (3) times the sum of:

- i. The total number of shares of Common Stock which are issued and outstanding at the time of voting, plus,
- ii. the total number of votes granted to any preferred stock series which are issued and outstanding at the time of voting.

(b). Each individual share of Series A Preferred Stock shall have the voting rights equal to three times the sum of all shares of Common Stock issued and outstanding at the time of voting plus the cumulative voting rights of all preferred stock series issued and outstanding at the time of voting divided by the number of shares of Series A Preferred Stock issued and outstanding at the time of voting.

4.(2).2. **Conversion Rights**

The Holder of the Series A Preferred Stock shall have the right, from time to time, to convert shares of the Series A Preferred Stock at the conversion ratio of five thousand (5,000) shares of Common Stock for each single (1) share of Series A Preferred Stock. Shares of Series A Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to

the ratio herein prior to the reverse split. The conversion rate of the Series A Preferred Stock would increase proportionately in the case of forward splits and may not be diluted by a reverse split following a forward split.

4.(2).3. Dividends

The Holder of Series A Preferred Stock will not be entitled to receive dividends of any kind, including but not limited to dividends paid on Common Stock.

4.(2).4. Liquidation Preference

The Series A Preferred Stock shall have liquidation rights with respect to liquidation preference upon the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary equal to the number of shares of Common Stock as if all Series A Preferred Shares remaining issued and outstanding were converted to Common Stock.

4.(2).5. Miscellaneous

a. Lost or Stolen Certificates. Upon receipt by the Corporation of (i) evidence of the loss, theft, destruction or mutilation of any Series A Preferred Stock Certificate(s) and (ii) in the case of loss, theft or destruction, indemnity (without and bond or other security) reasonably satisfactory to the Corporation, or in the case of mutilation, the Series A Preferred Stock Certificate(s) (surrendered for cancellation), the Corporation shall execute and deliver new Series A Stock Certificate(s) of like tenor and date. However, the Corporation shall not be obligated to reissue such lost, stolen, destroyed or mutilated Series A Preferred Stock Certificate(s) if the Holder contemporaneously requests the Corporation to convert such Series A Preferred Stock.

b. Waiver. Notwithstanding any provision in this Certificate of Designation to the contrary, any provision contained herein and any right of the Holder of Series A Preferred Stock granted hereunder may be waived as to all shares of Series A Preferred Stock (and the Holder thereof) upon the written consent of the Holder.

c. Notices. Any notices required or permitted to be given under the terms hereof shall be sent by certified or registered mail (return receipt requested) or delivered personally, by nationally recognized overnight carrier or by confirmed facsimile transmission or by confirmed email transmission, and shall be effective five days after being placed in the mail, if mailed, or upon receipt or refusal of receipt, if delivered personally or by nationally recognized overnight carrier or confirmed facsimile or email transmission, in each case addressed to party.

d. Severability. If any term of this ARTICLE FOURTH is invalid, unlawful, or incapable of being enforced by reason of any rule of law or public policy, all other terms of this ARTICLE FOURTH as set forth herein which can be given effect without the invalid, unlawful or unenforceable term will, nevertheless, remain in full force and effect, and no term of this ARTICLE FOURTH will be deemed dependent upon any other such term unless so expressed in this ARTICLE FOURTH.

ARTICLE FIFTH.

5.(1). The business and affairs of the Corporation shall be managed by or under the direction of the Board.

5.(2). The number of directors shall be determined from time to time by resolution of the Board of Directors. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

5.(3). The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

5.(4). Except as otherwise permitted in this Article FIFTH, only persons who are nominated in accordance with the procedures established in the Bylaws of the Corporation shall be eligible for election as directors.

5.(5). Vacancies and newly created directorships resulting from (i) an increase in the authorized number of directors, (ii) death, (iii) resignation, (iv) retirement, (v) disqualification or (vi) removal from office, may be filled by a majority vote of the remaining directors then in office, although less than a quorum, or by the sole remaining director, and each director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of the class to which he or she has been elected expires and until such director's successor shall have been duly elected and qualified.

ARTICLE SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the Bylaws of the Corporation.

ARTICLE SEVENTH. The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized for consented to by the directors of the Corporation. The right to indemnification conferred by this Article SEVENTH shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article SEVENTH.

The Corporation may, to the extent authorized from time to time by the directors of the Corporation, provide rights to indemnification and to the advancement of expenses to other employees and agents of the Corporation similar to those conferred in this Article SEVENTH to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article SEVENTH shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles, the Bylaws of the corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article SEVENTH shall not adversely affect any rights to indemnification and to the advancement of expenses as a director or officer of the corporation existing at the time of such repeal or modification with respect to any acts or omission occurring prior to such repeal or modification.

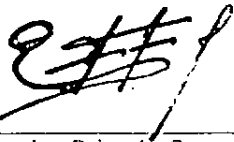
ARTICLE EIGHTH. These Articles of Incorporation and the internal affairs of the Corporation shall be governed by and interpreted under the laws of the State of Florida, excluding its conflict of laws principles. Unless the Corporation consents in writing to the selection of an alternative forum, the Circuit Court for Miami-Dade County (or the appropriate Florida federal court) shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer (or affiliate of any of the foregoing) of the Corporation to the Corporation or the Corporation's shareholders, (iii) any action asserting a claim arising pursuant to any provision of the Florida Statutes or the Articles or the Bylaws, or (iv) any other action asserting a claim arising under, in connection with, and governed by the internal affairs doctrine.

THE UNDERSIGNED, being all Board of Directors and holders of 100% of stockholders with right to vote of the Corporation does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 22nd day of February 2024.

Upon motion made and seconded, the minute was approved, ratified and confirmed.

Resolved, that the report be received filed with the secretary in the form as presented to the meeting.

Upon motion seconded, it adjourned.



/s/ Claudio A Escobar Brizuela, Secretary of the meeting