

P94000093363

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800240572448

800240572448
10/09/12--01031--018 **35.00

FILED
OCT -9 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

OCT 10 2012

T. LEWIS



HELLER
WALDMAN
ATTORNEYS AT LAW

Phone: (305) 448-4144

Fax: (305) 448-4155

3250 Mary Street | Suite 102 | Coconut Grove, FL 33133

Dan P. Heller, Esq.
dheller@hellerwaldman.com
Direct Dial: 786-464-8953

October 4, 2012

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: G.C.A.M. Investment Corp.

Gentlemen:

Enclosed for filing with the Secretary of State of Florida, please find the original executed Articles of Amendment of the Articles of Incorporation of G.C.A.M. Investment Corp, along with the filing fee check in the amount of \$35.00.

If you have any question, please feel free to call me.

Sincerely,


Dan P. Heller, Esq.

DPH/md
Enclosure



Heller Waldman P.L.

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
G.C.A.M. INVESTMENT CORP.

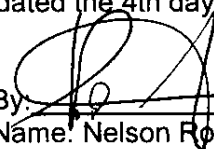
FILED
2012 OCT -9 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is G.C.A.M. INVESTMENT CORP. (the "Corporation").
2. The date of filing of the Articles of Incorporation of the Corporation with the Secretary of State of the State of Florida was December 28, 1994, under Document Number P94000093363.
3. These Articles of Amendment to Articles of Incorporation of the Corporation have been duly authorized and directed by Written Consent of the Sole Shareholder of the Corporation dated the 4th day of October, 2012, and the number of votes cast for the amendment was sufficient for approval.
4. The Articles of Incorporation of the Corporation are hereby amended by adding the following Article A-1 to replace and supersede any and all prior Articles relating to the issuance of authorized shares in the Corporation:

"ARTICLE A-1
AUTHORIZED SHARES

"The total number of shares of all classes of Common Stock which the Corporation shall have authority to issue is One Thousand (1,000), of which Ten (10) shares having a par value of \$1.00 are to be of a Class "A" Voting designated Common Stock (the "Class A Voting Common Stock") and Nine Hundred Ninety (990) shares having a par value of \$1.00 are to be of a Class "B" Non-Voting designated Common Stock (the "Class B Non-Voting Common Stock")."

5. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.
6. These Articles of Amendment has been duly authorized and directed by the Written Consent of the Sole Shareholder of the Corporation dated the 4th day of October, 2012.

By: 
Name: Nelson Rodriguez
Title: President/Director

WRITTEN CONSENT OF
THE
SOLE SHAREHOLDER
OF
G.C.A.M. INVESTMENT CORP.

The undersigned, being the sole Shareholder of G.C.A.M. INVESTMENT CORP., a Florida corporation (the "Corporation"), hereby waives, pursuant to and in accordance with the provisions of the Florida Business Corporation Act, any and all requirements for notice of the time, place and purpose of a joint special meeting of the shareholders of the Corporation, and do hereby consent to the adoption of, and do hereby adopt, the following preamble, resolutions and the actions specified therein:

WHEREAS, the sole Shareholder deems it advisable and in the best interests of the Corporation to (i) authorize the Corporation to issue up to One Thousand (1,000) total shares of all classes of Common Stock; (ii) recapitalize the share structure from One (1) class of Common Stock to reflect Two (2) classes of Common Stock, Class-A Voting designated Common Stock (the "Class A Voting Common Stock") and Class-B Non-Voting designated common stock (the "Class B Non-Voting Common Stock"); (iii) require the Corporation cancel all existing stock held by the sole Shareholder and, in exchange therefore, to issue to the sole Shareholder one (1) share of Class-A Voting Common Stock for each ninety-nine (99) shares of Class-B Non-Voting Common Stock issued; and (iv) amend the existing Articles of Incorporation of the Corporation, as amended, substantially in the form of amendment attached hereto as Exhibit "A" (the "Articles of Amendment");

NOW, THEREFORE, be it

RESOLVED, that the undersigned hereby approve, authorize and adopt (i) that the Corporation is authorized to issue up to One Thousand (1,000) total shares of all classes of Common Stock; (ii) that the Common Stock of the Corporation shall be divided into Two (2) classes of Common Stock, Class-A Voting Common Stock and Class-B Non-Voting Common Stock; (iii) that the Corporation shall cancel all existing and issued stock in the Corporation and, in exchange therefore, the Corporation shall issue to the sole Shareholder one (1) share of Class-A Voting Common Stock for each ninety-nine (99) shares of Class B Non-Voting Common Stock issued; and (iv) the Articles of Amendment (attached hereto as Exhibit "A"); and be it

FURTHER RESOLVED, that the President of the Corporation and such persons appointed to act on behalf of the President of the Corporation pursuant to the foregoing resolutions, be, and hereby are authorized, empowered and directed to execute and deliver for filing with the Secretary of State of the State of Florida, the Articles of Amendment; and be it

FURTHER RESOLVED, that the taking of any action or the execution and delivery of any document authorized by the foregoing resolutions, and each of them, in the name and on behalf of the Corporation by the President or such persons appointed to act on behalf of the President of the Corporation by the

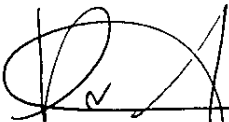
President of the Corporation be, and it hereby is authorized and empowered to be deemed conclusive proof of the approval thereof; and be it

FURTHER RESOLVED, that the authorities hereby conferred shall be deemed retroactive, and any and all acts authorized herein that were performed prior to the passage of these resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

This Written Consent may be executed in counterparts or counterpart signature pages, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. It is agreed that a faxed signature of any signatory hereto may be accepted as an original signature by the Corporation for purposes of this Written Consent.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent in order to give his consent this 4th day of October, 2012.

SOLE SHAREHOLDER:



P. NELSON RODRIGUEZ AND
CONSUELO F. RODRIGUEZ,
Tenants by the Entirety

EXHIBIT "A"

Articles of Amendment
of
Articles of Incorporation