

P95000056362

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

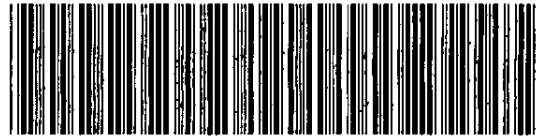
(Document Number)

Certified Copies _____

Certificates of Status ☒

Special Instructions to Filing Officer:

Office Use Only



400131395694

06/18/08--01020--012 ++43.75

*Amend
Tlewii
6-19-08*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JUN 18 PM 2:40

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DeRoSi International Limited, Incorporation

DOCUMENT NUMBER: P95000056362

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

Please return all correspondence concerning this matter to the following:

Walter R. Cecchini Jr.

(Name of Contact Person)

(Firm/ Company)

1551 North Flagler Drive #1116

(Address)

West Palm Beach, Florida 33401

(City/ State and Zip Code)

For further information concerning this matter, please call:

Walter R. Cecchini Jr.

(Name of Contact Person)

at (561) 837-9201

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

DeRoSi International Limited, Incorporation

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

FILED
2008 JUN 18 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000056362

(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:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II - Nature of Business (see attached)

Article III - Capital Stock (see attached)

Article VII - Directors (see attached)

Article VIII - Initial Directors (see attached)

(Attach additional pages if necessary)

If an amendment provides for 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)

(continued)

**THESE ARTICLES SHALL REPLACE THE CURRENT ARTICLES
AMENDMENT TO ARTICLES OF INCORPORATION OF
DeRoSi International Limited, Incorporation #P95000056362**

I, Walter Cecchini, the undersigned natural person of the age of eighteen years or more acting as director of the corporation, adopt the following Amendments to the Initial Articles of Incorporation:

ARTICLE II - NATURE OF BUSINESS

The purposes for which the Corporation is organized are to promote the health and welfare of working individuals and their families and to carry on and conduct any lawful act or activity permitted under Florida law. The Corporation has the power to do all things necessary or convenient to carry out its business and affairs. Additionally, the purpose of the Corporation is to research and provide quality information, education, vacation, entertainment, and health benefits or services which will promote the welfare and enjoyment of its members as follows:

- A. To facilitate the research acquisition and availability of all types of products and services and other member benefits at the best available prices to include but not limited to making available certain doctor and hospital benefits, and a plethora of benefits and programs available single, married and family memberships.
- B. To research and provide information specific to the special interests as well as general interests of its members.
- C. To research and offer financial planning information, discounts and investment opportunities to all members.
- D. To provide travel, hotel, vacation, legal, and accommodation and/or discount opportunities to all members.
- E. To promote the common interests of the American workers.
- F. To provide educational information, cultural, recreational and other services to people in all professions, trades and industries.
- G. To engage in any and all types of activities not prohibited by law which shall further the above purposes of the corporation and to do all things proper for the attainment of the above purposes and to exercise any and all rights, powers and privileges which are now or may hereafter be conferred upon corporations organized pursuant to Florida law as it now exists or may hereafter be amended or supplemented.
- H. The corporation may have one or more classes of members. The designation of such class or classes and the qualifications and rights, including voting rights of the members of each class shall be set forth, and may be limited or denied, in the By Laws of the Corporation.

- I. The Corporation shall have members made up of individuals, businesses and groups that have a common interest in and would benefit by the purpose of the association. The membership dues shall be set by the Board of Directors and shall be for the period of one year, three years or five years. All applications for membership shall be accompanied by proper payment and will be submitted immediately to the admissions committee for approval. All voting rights are vested solely in Shareholders. The Shareholders shall appoint the Board of Directors.
- J. The Corporation has the power to do all things necessary or convenient to carry out its business and affairs which shall be transacted by this corporation which may from time to time act as consultants and advisors in business dealings with various entities including but not limited to troubled company financial and debt restructuring, private placement offerings, investment counseling, and general business advise in the United States of America as well as abroad. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in and deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description. To conduct business in, have one or more office in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses in the State of Florida and in all other states, districts, territories, countries or colonies. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation and engage in the same or other character of business. To acquire by purchase, subscription or otherwise, and to receive, hold own. guarantee, sell assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon, and to take any and all actions proper for the attainment of the above purposes and to exercise any and all rights, powers and privileges which are now or may hereafter be conferred upon corporations organized pursuant to Florida law as it now exists or may hereafter be amended or supplemented.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: one Thousand (1,000) shares of common stock with a par value of one cent each (\$0.01). All of the aforementioned stock may be paid for in money, property, labor or services at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose. The corporation may issue various classes of Preferred Stock

ARTICLE VII - DIRECTORS

The business and affairs of the corporation shall be managed by its Board of Directors. All of the powers of this association shall be vested in the Board of Directors. The number of directors constituting the Board of Directors shall be one or more, and each director shall hold office until his/her, resignation, retirement, removal, disqualification, or his successor shall have been elected. All voting rights are vested solely in the Shareholders.

All directors and officers shall be immune from personal liability for any civil damages arising from acts performed in their official capacity. The immunity shall extend only to such actions for which the director or officer would not otherwise be liable but for the director's or officer's affiliation with the Corporation. This immunity shall not apply to intentional misconduct, wanton or willful conduct, or gross negligence. Nothing herein shall be construed to create or abolish immunity in favor of the Corporation itself. The corporation shall indemnify to the full extent authorized or permitted by the laws of Florida now in effect or as hereafter amended, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, committee member, employee or agent of the Corporation or serves any other enterprise as such at the request of the Corporation. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent and shall inure to the benefit of the heirs, the executors and administrators of such a person. The Sole director of the Corporation is Walter Cecchini

ARTICLE VIII – INITIAL DIRECTORS

The incorporator and Sole director of the Corporation is Walter Cecchini

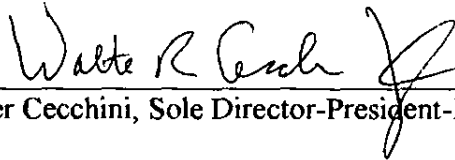
Walter Cecchini

1551 North Flagler Drive #1116, West Palm Beach FL 33401

The incorporator and Sole director of the Corporation is Walter Cecchini. The address of the incorporator is 1551 North Flagler Drive #1116, West Palm Beach FL 33401

The address of the registered agent of the Corporation 1551 North Flagler Drive #1116, West Palm Beach FL 33401

Dated this the 16th day of June, 2008

A handwritten signature in black ink, appearing to read "Walter R. Cecchini", is written over a horizontal line. The signature is stylized with a large initial 'W' and a prominent 'C'.

Walter Cecchini, Sole Director-President-Incorporator

The date of each amendment(s) adoption: June 16, 2008

Effective date if applicable: June 16, 2008

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved 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)"

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature

Walter R. Cecchini Jr.

(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)

Walter R. Cecchini Jr.

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35