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BAIER & WALROTH-SADURNI

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

MIAMI

MEXICO D.F.

Kirsten I. Baier, J.D. (Germany), J.D., LL.M. (Int'l Law)
ADMITTED IN FLORIDA

CORRESPONDENT OFFICES

NEW YORK

PANAMA

November 18, 1997

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

800002353628--9
11/21/97-01014-016
*****35.00 *****35.00

RE: Articles of Amendment to Articles of Incorporation of
German & U.S.A. Exchange Operation, Inc.

Dear Sir/Madam:

Enclosed please find originally executed Articles of Amendment to Articles of Incorporation of German & U.S.A. Exchange Operation, Inc. for filing under the articles of said corporation. Also enclosed is a trust account check in the amount of \$35.00 to cover the filing fee and a copy of the articles of amendment to be stamped and returned to this office in the enclosed self addressed stamped envelope.

Should you have any questions regarding the above request, please do not hesitate to contact the undersigned at (305) 372-0288.

Thank you kindly for your prompt attention to this matter.

Sincerely,

Kirsten I. Baier, Esq.

KIB:ar

Enclosures

Amended.
12-1-97
CC

Enclosed please find originally executed Articles of Amendment to Articles of Incorporation of German & U.S.A. Exchange Operation, Inc. for filing under the articles of said corporation. Also enclosed is a trust account check in the amount of \$35.00 to cover the filing fee and a copy of the articles of amendment to be stamped and returned to this office in the enclosed self addressed stamped envelope.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 21 AM 9:20

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

GERMAN & U.S.A. EXCHANGE OPERATION, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 NOV 21 AM 9:20

Pursuant to Florida Statute 607.1005, and before the issuance of shares, this corporation adopts the following articles of amendment to its articles of incorporation by action of its sole Director named in the Articles of Incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article III, Capital Stock, shall be amended to read:

The corporation is authorized to issue only one (1) class of shares to be designated common stock. The total number of shares of stock which the corporation shall have the authority to issue is ONE THOUSAND (1000) SHARES. The shares will have no par value. All shares shall be voting shares and the holders of issued shares are entitled to one (1) vote per share. All common stock is subject to a transfer restriction and each stock certificate shall bear the following legend: "The shares represented by this certificate are restricted as to transfer and the corporation will furnish any stockholder upon request and without charge, a full statement of such restrictions."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued share, provisions for implementing the amendment if not contained in the amendment itself are as follows: N/A.

THIRD: The date of this amendment's adoption: November 17, 1997.

FOURTH: Adoption of Amendment(s) (check one)

[] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

(continued)

- ☐ The amendment(s) was/were approved by the shareholder 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 _____."

- ☒ 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 the shareholder action and shareholder action was not required.

Signed this 17th day of November, 1997.

Signature:


Rolf W. Krieghoff
Sole Director