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2/24/98.

Michael Cholobel.

Requestor's Name

1925 Brickell Ave. #D-207

Address

Miami, FL 33129

City

State

ZIP

Phone

3144A

VALIDATION ONLY

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-02/25/98--01006--018  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

CORPORATION(S) NAME

COENNE America, INC.

( ) Profit  
( ) NonProfit

(☒) Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent

(☒) Certified Copy

( ) Photo Copies

( ) Certificate Under Seal

( ) Call When Ready

( ) Call If Problem

( ) After 4:30

(☒) Walk In

( ) Will Wait

(☒) Pick Up

( ) Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Martha  
authorized  
correction  
removed  
"initial"  
for R.A. page

Certified Copy

2/25  
for  
Amend  
C.C.

RECEIVED  
98 FEB 25 AM 9 49  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
98 FEB 25 AM 11:45  
FILED  
SECRETARY OF STATE



Empire Toll Free: 1-800-432-3028

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
COENNE AMERICA, INC.

FILED  
98 FEB 25 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the President of this corporation, hereby files these Amended Articles of Incorporation. Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopted the following Articles of Amendment to its Articles of Incorporation on February 19, 1998.

All Articles of Incorporation filed on October 2, 1997 shall be amended and replaced by the following Amended Articles of Incorporation which have been adopted and approved on February 19, 1998 at a Meeting of All Shareholders who all cast their vote in favor of the following Amendments to the corporation's Articles of Incorporation:

ARTICLE I.

Name

The name of this Corporation shall be Coenne America, Inc.

ARTICLE II.

Address of Corporation

The mailing address and principal office location of the Corporation shall be:

127 Giralda Avenue  
Coral Gables, Dade County  
Florida 33134

ARTICLE III.

Nature of Business

The general nature of the business to be transacted and carried on by this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV.

Stock

The designation of shares, the authorized number of shares, and the par value of the capital stock of the Corporations shall be as follows:

<u>Designation of Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common Stock	100.	\$1.00 Par Value

The holders of voting Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law. The corporation shall have the power and authority to issue nonvoting shares of Common Stock, if such issuance is approved by resolution adopted by a 2/3 majority vote of all Shareholders of the corporation.

#### ARTICLE V. Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Claudia Cottone  
101 Ocean Lane Drive, #2015  
Key Biscayne, FL 33149

#### ARTICLE VI Term of Corporate Existence

This Corporation shall exist perpetually, unless dissolved according to law.

#### ARTICLE VII Address of Registered Office and Registered Agent

The street/mailling address of the registered office and Registered Agent of this Corporation in the State of Florida shall be as follows:

Claudia Cottone  
127 Giralda Avenue  
Coral Gables, Dade County  
Florida, 33134.

The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

#### ARTICLE VIII Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact

number to be determined from time to time in accordance with the By-Laws.

#### ARTICLE IX.

##### Initial Board of Directors

The names and street addresses of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successor(s) are elected, is as follows:

Claudia Cottone  
101 Ocean Lane Drive, #2015  
Key Biscayne, FL 33149

Mauro Naimoli  
101 Ocean Lane Drive, #2015  
Key Biscayne, FL 33149

#### ARTICLE X

##### Officers

The Corporation shall have a President, a Secretary and a Treasurer, and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

#### ARTICLE XI.

##### By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

#### ARTICLE XII.

##### Indemnification of Directors and Officers

The Corporation shall indemnify any employee, Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

#### ARTICLE XIII.

##### Financial Information


The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or

profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV.  
Amendment

These Articles of Incorporation may only be amended by a two thirds vote of the shareholders with voting rights shares.


IN WITNESS WHEREOF, the undersigned, being the President of the Corporation has hereunto set his hand and seal this 23rd. day of February, 1998.

  
\_\_\_\_\_  
CLAUDIA COTTONE  
Title: President


CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

Coenne America, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 127 Giralda Avenue, Coral Gables, Dade County, Florida, 33134, as its ~~Registered Office~~ and has named Claudia Cottone, located at said address, as its initial Registered Agent.

BY:   
CLAUDIA COTTONE  
Title: President

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

BY:   
CLAUDIA COTTONE  
Registered Agent