

**Division of Corporation
Amendment Filing Section**

**P.O.Box 6327
Tallahassee, Fl. 32314**

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-02/20/98--01061--007
*****87.50 *****87.50

Naples, February 18, 1998

**Re.: SCHWINGHOFF, INC.
Document number : P 98000014525**

Please certify the attached Articles of Amendment, to the Articles of Incorporation for SCHWINGHOFF, INC., a Florida corporation, as shown by the records of your Department. Please find the check in the amount of \$ 87,50 enclosed.

Please send the Certification to

**SCHWINGHOFF, INC.
c/o P. Sittner
1100 Sixth Avenue South, Suite 229
Naples, Fl. 34102**

and a copy by fax to 941 435 7287

Best Regards

Ines Schwinghoff
Ines Schwinghoff, President

98 FEB 20 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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SF
amend
2-20-98
**Cert copy*

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

SCHWINGHOFF, INC.
(present name)

Pursuant to the provisions of section 607.1006 , Florida Status , the undersigned corporation adopts the following articles of amendment to ist articles of incorporation :

FIRST : Amendments(s) adopted :

Article III („ Capital Stock „) of the Corporation`s
Article of Incorporation be amended to read as follows :

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 15,000,000 shares of common stock having \$ 1.00 par value per share .

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

N/A

THIRD : The date of each amendment`s adoption: February 18 , 1997

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

- ☐ The amendment(s) was / were adopted by the incorporation or board of directors without shareholder action and shareholder was not required .
- ☒ The amendment(s) was / were approved by the shareholders. The number of votes cast for the amendment(s) was / were sufficient for approval .
- ☐ The amendment(s) was / were approved by the shareholders through voting groups .

[The following statement must be seperately provided for each voting group entitled to vote seperately on the stetement(s) .]

The number of votes cast for the amendment(s) was / were
sufficient for approval by _____
(voting group)

(continued)

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TALLAHASSEE, FLORIDA

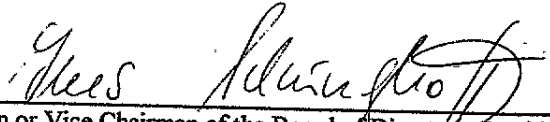
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Signed this 18 day of February ,1998 .

SCHWINGHOFF, INC.

(Corporation Name)

By



(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators .)

Ines Schwinghoff

(Typed or printed name)

President

(Title)

UNANIMOUS WRITTEN CONSENT IN LIEU OF
SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS OF
SCHWINGHOFF, INC.

The undersigned, being the sole Director and the sole Shareholder of SCHWINGHOFF, INC., a Florida corporation (the „ Corporation „), hereby consents to the taking of the following action in lieu of a Special Meeting of Shareholder and Directors, pursuant to Section 607.0704 and 607.0821 of the Florida Business Corporation Act, and hereby waives all notice of time, place and objects of same.

The undersigned Director and Shareholder adopts the Unanimous Written Consent in lieu of Special Meeting of Directors and Shareholder, and consents to, approves, appoints and / or ratifies the following :

WHEREAS, it is in the best interest of the Corporation to increase the Corporation's stated capital by increasing the number of authorized shares of common stock of the Corporation ;

NOW, THEREFORE, be it and it hereby is

RESOLVED, that it being in the best interests of the Corporation to increase the stated capital of the Corporation from One Thousand Dollars (\$ 1,000.00) to Fifteen Million Dollars (\$ 15,000,000.00), the Corporation increase and it hereby does increase the number of authorized shares from One Thousand shares of common stock having a par value of One Dollar (\$ 1.00) to Fifteen Million shares of common stock having a par value of One Dollar (\$ 1.00), such that the total stated capital of the Corporation be Fifteen Million and no / 100 Dollars (\$ 15,000,000.00) in the aggregate ; and

FURTHER RESOLVED, that the Corporation amend and it hereby does amend its Articles of Incorporation to reflect this increase in the number of authorized shares of common stock and the resulting increase in the stated capital of the Corporation ; and

FURTHER RESOLVED, that in consequence, Article III („ Capital Stock „) of the Corporation's Articles of Incorporation be amended to read as follows :



ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 15,000,000 shares of common stock having \$ 1.00 par value per share .

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

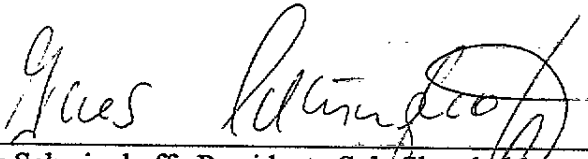
FURTHER RESOLVED , that the President of the Corporation , ist duly appointed and authorized agents , and each of them , be and the same hereby are authorized for and on behalf of the Corporation , to execute and deliver any and all documents and perform any and all acts as they , or any of them , may deem necessary or appropriate to carry this resolution into effect and to consummate the transaction contemplated by the foregoing resolution ; and

FURTHER RESOLVED , that such execution and delivery or performance shall constitute conclusive evidence of such officer's or agent's authority to so act , and all of said document and instruments executed and delivered as aforesaid shall be and constitute the acts and obligations of the Corporation , the Corporation hereby ratifying and confirming the act of such Officer executing and delivering all of such documents and instruments and modifications and revocations of same , irrespective of whether such acts were performed before or subsequent to the date of the adoption hereof .

SOLE SHAREHOLDER AND DIRECTOR :

Date of Execution :

February 18 , 1998



Ines Schwinghoff , President , Sole Shareholder and
Sole Director