

Florida Dept of State  
Division of Corporations

P.O. Box 6227

Tallahassee, FL 32304

PA8000021478

Enclosed Please find check for \$35.00 for  
Article of Amendment on Subscribers of said  
Corporation

Please send correspondence To:

700002493707-3

-04/20/98-01068-002

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Charles Gafano  
15400 SW 143rd Ave  
Miami, Florida 33177

Telf. - 305 - 255 5713.

Best Regards

Charles Gafano

PA8000021478  
10P8  
5-15-98  
Amend

APPROVED  
AND  
FILED

98 MAY 15 PM 1:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 29, 1998

CLARA GAFARI  
15400 SW 143RD AVENUE  
MIAMI, FL 33177

SUBJECT: F & C LIMITED, INC.  
Ref. Number: P98000021478

We have received your document for F & C LIMITED, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 498A00023282

729/726/671



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 7, 1998

CLARA GAFARI  
15400 SW 143RD AVENUE  
MIAMI, FL 33177

SUBJECT: F & C LIMITED, INC.  
Ref. Number: P98000021478

We have received your document for F & C LIMITED, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because the Corporation Annual Report is not yet due, the corporation should file Articles of Amendment to its Articles of Incorporation to either change or add officers and/or directors. If the registered agent or registered office has changed, this change can also be made in the amendment. The new agent must sign and state that he is familiar with the obligations of the position. Enclosed are guidelines on filing an amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 998A00025395

Miami, Florida  
May 5th 1998.

FLORIDA DEPARTMENT OF STATE.  
Division of Corporations  
P.O.Box 6327  
Tallahassee, Florida, 32314.

Att: Carol Mustain  
Corporate Specialists.

Ref: Letter Number: 498A00023282.

Dear Ms. Mustain.

By request of our bank our Company, F& C LIMITED INC, send you a check for \$35.00 and Articles of Ammendment to the Corporation (# P98000021478) listing the officers of the Corporation.

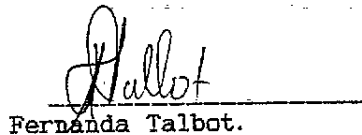
They are Ms. Fernanda Talbot with title of Presicent/Treasurer and Ms. Clara Gafaro, as Vice President /Secretary.

This data was ommited when the corporation was issued and the only thing we want is to register this information with your Division to conform with my Bank's regulations.

Please advise if this letter is sufficient or if I must sign another form.

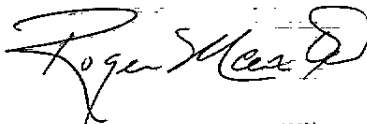
Best regards

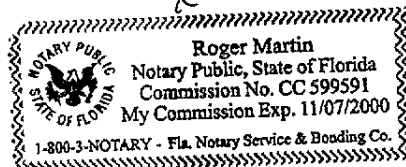
  
Clara Gafaro

  
Fernanda Talbot.

15400SW 143rd Ave  
Miami, Fla 33177.

Notary Public:





RECEIVED  
08 MAY 15 AM 8:26  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

F I C LTD Inc

REF # P98000021478.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

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

As Per Enclosed MINUTES of First Meeting of  
BOARD of Directors on March 12 1998 please  
Amend the Subscribers To Include:

Fernanda TALBOT - AS President

(Claudia GARFANO AS Vice President / Secretary  
7444 Brickell Ave.  
Suite 928  
Miami, FL 33131

Registered Agent remains the Same

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAY 15 PM 1:59

APPROVED  
AND  
FILED

**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:

THIRD: The date of each amendment's adoption: March 12, 1998

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.
- ☐ 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):*

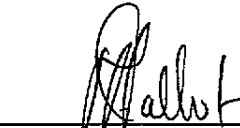
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

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.

Signed this 13<sup>th</sup> day of May, 19 98

Signature



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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Penanda Talbot

Typed or printed name

President.

Title

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAY 15 PM 1:59

FILED  
AND  
VIEW

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF  
F & C Limited, Inc.

The first meeting of the Board of Directors of F & C Limited Inc., was held at 444 Brickell Avenue, Miami, Florida, on the 12th day of March 1998, at 11:00 AM.

The following were found to be present:

Fernanda Talbot  
Clara Gafaro

Fernanda Talbot was elected Chairman of the meeting and Clara Gafaro, was elected Secretary of the meeting. They assumed their offices and proceeded with the discharge of their duties. The Secretary presented to the meeting a written waiver of notice of the meeting signed by the Directors of the Corporation. On motion duly made and seconded, it was ordered that the waiver be filed with the minutes of this meeting.

The Chairman stated that the first order of business was the election of officers to hold office for the ensuing corporate year or until the election and qualification of their successors. Thereupon, the following individuals were nominated to serve as officers of the Corporation:

Fernanda Talbot	- President
Clara Gafaro	- Vice President/Secretary

The Chairman announced that the foregoing individuals had been elected to the offices set opposite their respective names to serve until the election and qualification of their respective successors.

At this point, the Chairman directed the attention of the Secretary to certain directives adopted by the Incorporators of the Corporation at the meeting held earlier today.

The Chairman then stated that it was in order to consider designating a Registered Agent to accept service of process on the Corporation.

After consideration, it was, on motion duly made, seconded and unanimously adopted:

"RESOLVED that Irving J. Gonzalez be, and he hereby is designated Agent for service of process on the

Corporation and proper officers be, and hereby are authorized and directed to file an appropriate Registered Agent Certificate designating Irving J. Gonzalez as such with the Secretary of the State of Florida."

The Chairman then reported that Fernanda Talbot and Clara Gafaro, in accordance with Section 351 of the Internal Revenue Code of 1954, as amended, had offered to purchase 100 shares of the \$1.00 par value stock of the Corporation.

She stated that it would be in order to authorize proper officers of the Corporation to call the subscription and issue a stock certificate for 50 shares to Fernanda Talbot and a stock certificate for 50 shares to Clara Gafaro, upon the payment of cash or transfer of property in the amount of \$50.00 each to the Corporation.

The Chairman then noted that at a meeting of the Incorporators and Subscribers held on this day, a resolution was adopted authorizing the Directors to issue the stock of F & C Limited, Inc., for the full amount thereof, specified in the Articles of Incorporation in such amount to such persons or corporations and for such consideration as may from time to time be determined by the Board of Directors and as may be permitted by law.

Whereupon, on motion duly made and seconded, it was unanimously:

"RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to issue 100 shares of the capital stock of the Corporation, 50 shares to Fernanda Talbot and 50 shares to Clara Gafaro."

The Chairman then reported that a bank account should be opened for the Corporation.

Whereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that the President or Vice President is directed to open an account and deposit the funds of the Corporation with the bank designated by the President of the Corporation. All drafts, checks and notes of the Corporation, payable on said amount are hereby directed to be made in the name of the Corporation, signed by such person(s) as designated from time to time by the President of the Corporation.



RESOLVED FURTHER, that any and all resolutions required by the bank to effect the foregoing arrangement are hereby authorized and adopted as the actions of the Board of Directors of the Corporation."

There being no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

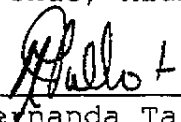
Clara Gafaro  
Clara Gafaro  
Secretary of the Meeting

Approved:

Fernanda Talbot  
Fernanda Talbot  
Chairman of the Meeting

W A I V E R

We, being the Directors of F & C Limited Inc., consent to the calling and holding of the meeting of the Board of Directors to be held on the 12th day of March, 1998, immediately following the meeting of the Incorporator and Subscriber and we further consent to the transaction of any and all business to come before the meeting to be held at 444 Brickell Avenue, Miami, Florida.

  
\_\_\_\_\_  
Fernanda Talbot

  
\_\_\_\_\_  
Clara Gafaro

Dated: March 12, 1998

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