

F47698

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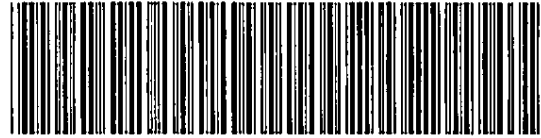
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FEB 26 2019  
S. YOUNG

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: MARIANNA AUTOMOBILES, INC.

DOCUMENT NUMBER: F47698

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

Please return all correspondence concerning this matter to the following:

H. Cranston Pope, Esq.  
Name of Contact Person  
Pope & Barloga, P.A.  
Firm/ Company  
P.O. Box 1609  
Address  
Panama City, FL 32402  
City/ State and Zip Code

dgriffin@toyotamarianna.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

H. Cranston Pope at ( 850 ) 784-9174  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

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19 FEB 21 PM 6:06  
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**CORRECTIVE  
ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
MARIANNA AUTOMOBILES, INC.**

DOCUMENT# F47698

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation does hereby amend its Articles of Incorporation and corrects the manner and basis of converting the share as follows:

1. The name of the Corporation is: **MARIANNA AUTOMOBILES, INC.**
2. Article Four of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following is substituted in its place as Article Four:

**ARTICLE IV - SHARES**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100,000 shares, which shall be divided into two classes as follows: (A) 1,000 shares of Common Stock, with \$1.00 par value (the "Voting Common Stock"), and (B) 99,000 shares of non-voting Common Stock, with \$1.00 par value (the "Non-Voting Common Stock").

**Section 1. Voting Rights.** Except as otherwise provided by law or by the Articles of Incorporation, as amended, the holders of shares of Voting Common Stock will be entitled to one vote for each share of Voting Common Stock held. The Non-Voting Common Stock shall have no voting rights; provided that each holder of Non-Voting Common Stock shall be entitled to notice of all stockholders meetings at the same time and in the same manner as notice is given to the stockholders entitled to vote at such meeting.

**Section 2. Rights, Privileges, and limitation.** Except for the Voting Rights described in Section 1, the relative rights, privileges, and limitation of the Voting Common Stock and the Non-Voting Common Stock shall be in all respect identical, share for share.

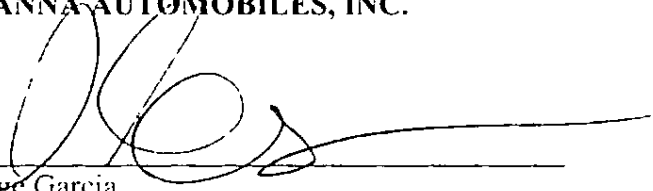
The Corporation shall issue 0.416667 shares of Voting Common Stock and 41.25 shares of Non-Voting Common Stock for each 1 share of old Common Stock issued and outstanding prior to the adoption of this amendment.

3. The foregoing amendment shall be effective upon the filing of these Articles of Amendment with the Florida Department of State.

4. Except as emended hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.
5. Pursuant to Section 607.1003, Florida Statutes, the shareholders of the Corporation duly approved and adopted this amendment effective as of the date this document was signed. The number of votes cast by the shareholders in favor of the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as president of Marianna Automobiles, Inc., has executed these Corrective Articles of Amendment this 12 day of FEBRUARY 2019.

**MARIANNA AUTOMOBILES, INC.**

  
\_\_\_\_\_  
By: Jorge Garcia  
Its: President

**CERTIFICATE OF CORPORATION  
RESOLUTIONS OF  
MARIANNA AUTOMOBILES, INC.**

The undersigned, certifies that he is the duly elected, qualified and acting President of MARIANNA AUTOMOBILES, INC., a Florida corporation ("Corporation"), and that as a duly convened joint meeting of the shareholders and directors of the Corporation, attended by all of them, held on the 12 day of FEBRUARY, 2019, the following resolutions were unanimously adopted:

WHEREAS, the shareholder and the members of the Board of Directors filed Article of Amendment to the Articles of Incorporation authorizing the corporation to issue 100,000 shares of Common Stock, with \$1.00 par value (the "Voting Common Stock"), and (B) 99,000 shares of non-voting Common Stock, without par value (the "Non-Voting Common Stock") and

WHEREAS, the Articles of Amendment held a mistake in the manner and basis of converting the currently outstanding shares.

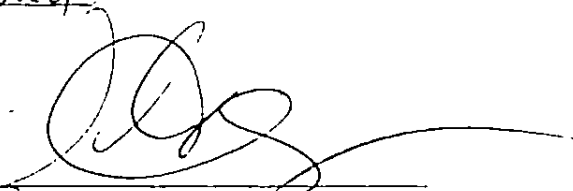
Upon motion duly made, seconded and approved, it was

RESOLVED that the Shareholders are hereby authorized to file a corrective Amendment to the Articles of Incorporation. The corrective Articles will provide that Corporation shall issue 0.416667 shares of Voting Common Stock and 41.25 shares of Non-Voting Common Stock for each 1 share of old Common Stock issued and outstanding prior to the adoption of the original amendment.

RESOLVED, that as soon as practicable after the filing of the corrective Amendment to the Articles of Incorporation, the Company shall notify its Shareholders and ask them to surrender their certificates representing old Common Stock to the Company's transfer agent so that certificates for the appropriate number of new Voting Common Stock and new Non-Voting Common Stock, may be exchanged therefore.

RESOLVED, that Jorge Garcia as President shall have full authority and power to execute any documents necessary to complete the recapitalization and exchange of shares.

This certificate is executed 12 of February, 2019

  
\_\_\_\_\_  
Jorge Garcia, President