

177147

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STATE OF FLORIDA  
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BASIC AMENDMENT

F E B CORP

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PS 7/13/05  
Amend & Resub

CERTIFICATE

Pursuant to Section 607.1006 and 607.1007 of the Florida Business Corporation Act, F.E.B. CORP. (the "Corporation") hereby certifies as follows:

1. The Corporation has amended and restated its Articles of Incorporation pursuant to Section 607.1007 of the Florida Business Corporation Act. A copy of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and submitted herewith.

2. The amended and Restated Articles of Incorporation include amendments to the Articles of Incorporation which require shareholder approval pursuant to Section 607.1003 of the Florida Business Corporation act.

3. The Amended and Restated Articles of Incorporation were duly adopted by unanimous written action of the directors and shareholders of the Corporation on June 30, 2005.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 7<sup>th</sup> day of July, 2005.

F.E.B. CORP.

By:   
Roger M. Bernstein, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**F.E.B. CORP.**

The undersigned, as President of F.E.B. Corp. (the "Corporation") a corporation formed under the laws of the State of Florida as currently contained in the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, does hereby amend and restate the Articles of Incorporation of the Corporation filed on January 29, 1954, Document Number 177147, as follows:

1. The name of the Corporation is F.E.B. CORP.

2. The aggregate number of shares which the Corporation shall have authority to issue is Four Thousand Eight Hundred shares of Common Stock, par value ten cents (\$0.10) per share, having all of the same rights, privileges and preferences except for voting rights, including, without limitation, identical rights in the profits and the proceeds of liquidation of the Corporation. The Common Stock shall be divided into two (2) classes as follows:

(a) two hundred (200) shares of Class A Common Stock, which shall have one (1) vote for each share issued and outstanding with respect to all matters for which voting rights are provided to the Shareholders of the Corporation, and

(b) four thousand six hundred (4,600) shares of Class B Common Stock, which shall have no voting rights.

3. The Corporation shall have perpetual existence.

4. The general purpose or purposes for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

5. The Corporation shall have one (1) or more directors. Directors may, but need not be, residents of the State of Florida or shareholders of the Corporation.

6. The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

7. The Corporation reserves the right to amend or repeal any provisions contained in these restated Articles of Incorporation, or any amendment hereto, and any

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rights conferred upon the shareholders are subject to these reservations. Except as otherwise required by law, any such amendments shall be adopted by a majority of the entire Board of Directors with the approval of the holders of a majority in interest by voting rights of the Common Stock. In the event that the purpose or effect of any amendment approved by the Board of Directors is to eliminate any class of shares, or materially reduce the rights of the holders of any class of shares, such amendment shall also be subject to the approval and consent of a majority in interest of the holders of the class of shares of Common Stock so affected, in addition to the approval of the holders of a majority in interest by voting rights of the Common Stock.

8. The address of the registered agent of the Corporation is 300 Sevilla Avenue, Suite 310, Coral Gables, FL; and the name of the registered agent at that address is Roger M. Bernstein.

IN WITNESS WHEREOF, the undersigned has this 7<sup>th</sup> day of July, 2005, made and subscribed these Amended and Restated Articles of Incorporation for the uses and purposes aforesaid.

F.E.B. CORP.

By:   
Roger M. Bernstein, President

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