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C LEWIS

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 291854 4311639

AUTHORIZATION

COST LIMIT : \$43.75



ORDER DATE : September 14, 2016

ORDER TIME : 10:16 AM

ORDER NO. : 291854-005

CUSTOMER NO: 4311639

DOMESTIC AMENDMENT FILING

NAME: EQUIFLOR CORPORATION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: \_\_\_\_\_

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EQUIFLOR CORPORATION**

H 96622

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, EQUIFLOR CORPORATION, a Florida corporation (the "Corporation"), adopts the following Second Amended and Restated Articles of Incorporation (the "Second Restated Articles"):

1. The name of the Corporation is: EQUIFLOR CORPORATION. The date of filing of the original Articles of Incorporation with the Secretary of State of the State of Florida was January 30, 1986. The date of filing of the Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida was July 29, 2002 (together with any amendments thereto, the "Amended and Restated Articles of Incorporation").

2. These Second Restated Articles were duly adopted by a unanimous resolution of the members of the Board of Directors and the shareholders of the Corporation on August 31, 2016, in accordance with Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act.

3. The effective date of these Second Restated Articles shall be upon the filing of these Second Restated Articles with the Secretary of State of the State of Florida.

4. These Second Restated Articles shall supersede the Amended and Restated Articles of Incorporation.

5. The Amended and Restated Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I - NAME**

The name of the corporation is: **EQUIFLOR CORPORATION.**

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The principal place of business and mailing address of the Corporation is 10200 NW 21<sup>st</sup> Street, Suite 112, Doral, Florida 33172.

**ARTICLE III - COMMENCEMENT OF EXISTENCE**

The existence of the Corporation commenced on January 30, 1986.

**ARTICLE IV - PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE V – AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 158,967 shares of common stock having no par value. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE VI - TERM**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII – REGISTERED AGENT  
AND REGISTERED OFFICE**

The street address of the Corporation's registered office is 1201 Hays Street, Tallahassee, Florida 32301. The name of the Corporation's registered agent at that office is Corporation Service Company.

**ARTICLE VIII – BOARD OF DIRECTORS**

The Corporation shall have two (2) directors. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The names and address of the directors of this Corporation are:

Victor R. Giorgini	Raul Marrero
10200 NW 21 <sup>st</sup> Street, Suite 112	10200 NW 21 <sup>st</sup> Street, Suite 112
Doral, Florida 33172	Doral, Florida 33172

**ARTICLE IX – OFFICERS**

The name and street address of the officers of the Corporation, who shall hold office as provided in the Corporation's Bylaws and until their successors are duly elected, qualified and seated, are as follows:

Victor R. Giorgini – President and Chief Executive Officer  
10200 NW 21<sup>st</sup> Street, Suite 112, Doral, Florida 33172

Raul Marrero – Vice President  
10200 NW 21<sup>st</sup> Street, Suite 112, Doral, Florida 33172

Aerlim M. Diaz – Chief Financial Officer  
10200 NW 21<sup>st</sup> Street, Suite 112, Doral, Florida 33172

**ARTICLE X - INDEMNIFICATION**

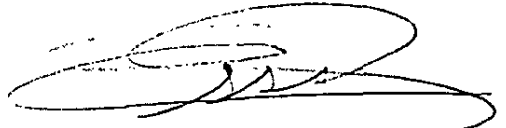
The Corporation shall indemnify the officers and directors, or any former officers and directors, of the Corporation to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in any manner provided by law.

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IN WITNESS WHEREOF, the undersigned has executed the foregoing Second Amended and Restated Articles of Incorporation, effective as of the date filed with the Secretary of State of the State of Florida.



By: Victor R. Giorgini  
Title: President

STATE OF FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

2016 SEP 15 AM 9:15

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of EQUIFLOR CORPORATION, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15 day of September, 2016.

CORPORATION SERVICE COMPANY,  
as registered agent

BY: M. Zender  
Name: Melissa Zender  
Title: Asst. Vice President