

539035

Florida Department of State  
Division of Corporations  
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BASIC AMENDMENT

RE-VITA MFG. CO.

RECEIVED  
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Certificate of Status	0
Certified Copy	1
Page Count	206/07
Estimated Charge	\$43.75

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4/14/04  
At Restated  
Articles  
38



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 9, 2004

RE-VITA MFG. CO.  
153 INDUSTRIAL LOOP SOUTH  
ORANGE PARK, FL 32073

SUBJECT: RE-VITA MFG. CO.  
REF: J39035

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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.

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Michelle Milligan  
Document Specialist

FAX Aud. #: H04000075128  
Letter Number: 604A00023462

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF RE-VITA MFG. CO.

The above corporation (the "Corporation") existing pursuant to the Florida Business Corporation Law, desiring to give notice of corporate action effectuating the restatement of its Articles of Incorporation, sets forth the following facts:

1. The name of the Corporation is RE-VITA MFG. CO., document number J39035. The duration of the Corporation is perpetual.
2. The Articles of Incorporation are hereby restated in their entirety to read as follows:

\* \* \* \* \*

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
RE-VITA MFG. CO.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I  
NAME AND ADDRESS

The name of the corporation is RE-VITA MFG. CO. and the principal place of business is 153 Industrial Loop South, Orange Park, Florida 32073.

ARTICLE II  
DURATION

This corporation shall exist perpetually commencing upon the filing of these Articles with the Secretary of the State of Florida.

ARTICLE III  
PURPOSE/NATURE OF BUSINESS

This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of voting common stock having a par value of \$.01 per share and 75,000 shares of non-voting common stock having a par value of \$.01 per share. Shares of voting common stock and non-voting common stock shall be identical in all respects except that the non-voting common stock shall not have any voting rights, except to the extent required by law.

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ARTICLE V  
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 153 Industrial Loop South, Orange Park, Florida 32073. The name of the current registered agent of this corporation at that address is Franklin D. Weatherly.

ARTICLE VI  
DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

ARTICLE VII  
DIRECTORS

The name and street addresses of the directors of the corporation is:

Todd D. Weatherly  
153 Industrial Loop South  
Orange Park, Florida 32073

And

Patsy M. Weatherly  
153 Industrial Loop South  
Orange Park, Florida 32073

ARTICLE VIII  
PREEMPTIVE RIGHTS

No Preemptive Rights. Shareholders shall not have preemptive rights.

ARTICLE IX  
INCORPORATORS

The name and street address of the incorporator(s) of this corporation is/are:

<u>Name</u>	<u>Address</u>
Franklin Delano Weatherly	1901 N. First Street, Suite 303 Jacksonville, FL 32250
Jassim Al Thani	1901 N. First Street, Suite 303 Jacksonville, FL 32250

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ARTICLE X  
BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, provided, however, the Board of Directors and may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

ARTICLE XI  
RESTRICTION OF TRANSFER OF STOCK

The shareholders may, by bylaw provision or by shareholder's agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of the corporation as they may see fit.

ARTICLE XII  
DIRECTOR COMPENSATION

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which compensation shall be paid. Any director of the corporation may also sever the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XIII  
INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIV  
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

\* \* \* \* \*

3. The foregoing restatement contains amendments, requiring shareholder approval and was adopted by (a) all of the members of the Board of Directors, and (b) the holders of outstanding Common Stock of the Corporation entitled to cast a majority of the votes of the sole voting group which would be entitled to vote on and adopt the amendments at a meeting at which all voting groups and shareholders entitled to vote thereon were present and voted. Minutes of the Special Meeting of the Unanimous Written Consent executed by the Shareholders and Board of Directors dated April 5, 2004, were executed by the Directors and

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holders of the Common Stock of the Corporation to cast a majority of votes, and such majority is sufficient for approval by that voting group.

4. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned President of the aforesaid corporation has executed these Amended and Restated Articles of Incorporation this 5<sup>th</sup> day of ~~March~~ April 2004.

RE-VITA MFG. CO.

By:   
Franklin D. Weatherly, President

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REGISTERED AGENT CERTIFICATE

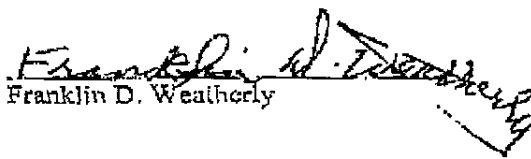
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is RE-VITA MFG. CO.
2. The name and address of the registered agent and office is:

Franklin D. Weatherly  
153 Industrial Loop South  
Orange Park, Florida 32073

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 5, 2004

  
Franklin D. Weatherly