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Amended & Restated
with N/C

T BROWN APR 28 2005



DRAVES & BEAME, P.A.

ATTORNEYS AT LAW

120 EAST CONCORD STREET

ORLANDO, FLORIDA 32801

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DBeame@aol.com

April 18, 2005

Department of State
Division of Corporations
AMENDMENT SECTION
P.O. Box 6327
Tallahassee, FL 32314

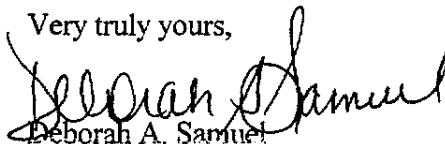
- RE: COINTEC GENERAL CONTRACTORS, INC.

Dear Sir or Madam:

Enclosed please find the Amended and Restated Articles of Incorporation of Cointec General Contractors, Inc. along with my Check #9147 in the amount of \$43.75 for the filing fee (\$35.00) and certified copy fee (\$8.75).

Thank you for your assistance in this matter.

Very truly yours,



Deborah A. Samuel

DLD/ds

Enclosures: Amended and Restated Articles
Check# 9147

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

COINTEC GENERAL CONTRACTORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COINTEC GENERAL CONTRACTORS, INC., a corporation duly organized under the Florida Business Corporation Act, (the "Corporation") does hereby certify:

1. The current name of the Corporation is: **COINTEC GENERAL CONTRACTORS, INC.** The original Articles of Incorporation were filed with the Florida Secretary of State on March 17, 2000.
2. These Amended and Restated Articles of Incorporation restate and amend the provisions of the Corporation's Articles of Incorporation (the "Restated Articles"). The amendments and restatements herein set forth have been duly approved by the Shareholders in accordance with Chapter 607, Florida Statutes, on April 15, 2005.
3. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is:

COINTEC ELECTROMECHANICAL CONTRACTORS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

1686 Shadowmoss Circle
Lake Mary, Florida 32746

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any lawful acts and activities permitted under Chapter 607, Florida Statutes and any other applicable Florida laws.

ARTICLE IV - STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is: two hundred thousand (200,000) shares, consisting of (a) one hundred thousand (100,000) shares of Common Stock, par value \$1.00 per share (the "Common Stock"), (b) one hundred thousand (100,000) shares of Series A Stock, par value \$100.00 per share (the "Series A Stock").

A statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

A. Common Stock.

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.

2. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Series A Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock and each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

3. Dividends. Subject to the rights of the holders of the Series A Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends (payable in cash, stock or otherwise) as the Board may from time to time determine, payable to stockholders of record on such date or dates as shall be fixed for such purpose by the Board in accordance with the Florida Business Corporation Act.

4. Other. The Common Stock and holders thereof shall have all such other powers and rights as provided by law.

B. Series A Stock

1. General. The Series A Stock may be issued from time to time in one or more classes or series, the shares of each class to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class adopted by the Board of the Corporation (the "Board") as hereinafter prescribed and without the need for shareholder approval.

2. Preferences. Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Series A Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance of any such Series A Stock and, with respect to each class of the Series A Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) whether or not the class is to have voting rights, full or limited, or is to be without voting rights;
- (b) the number of shares to constitute the class and the designations thereof;
- (c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class;
- (d) whether or not the shares of any class shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- (e) the dividend rate, if any, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (f) the preferences, if any, and the amounts thereof that the holders of any class thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (g) such other rights or limitations with respect to any class as the Board may deem advisable and as provided by applicable law.

The shares of each class of the Series A Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Series A Stock designated for any existing class by a resolution adding to such class authorized and unissued shares of the Series A Stock not designated for any other class. The Board may decrease the number of shares of the Series A Stock designated for any existing class by a resolution, subtracting from such series unissued shares of the Series A Stock designated for such class, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Series A Stock.

ARTICLE V - REGISTERED OFFICE AND AGENT

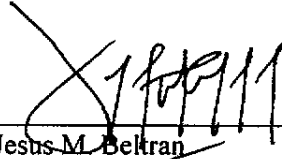
The name and address of the Registered Agent of the Corporation shall be: Donna L. Draves, Esq., 120 E. Concord Street, Orlando, Florida, 32801.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator was Jesus M. Beltran, 15009 Lake Azure Drive, Orlando, Florida 32824.

In witness whereof, the undersigned incorporator has executed these Amended Articles of Incorporation this 15th day of April, 2005.

By: _____


Jesus M. Beltran
President

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

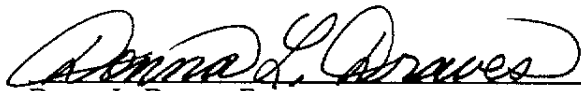
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **Cointec Electromechanical Contractors, Inc.**, a corporation organized under the laws of the State of Florida with its registered office, as indicated in the Amended and Restated Articles of Incorporation, at: 120 E. Concord Street, Orlando, Florida, 32801 has named Donna L. Draves, Esq. as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: April 15, 2005.


Donna L. Draves, Esq.
Registered Agent