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BASIC AMENDMENT

ROYAL PALM CAPITAL GROUP, INC.

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*Amend & Restated  
12/17*

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ROYAL PALM CAPITAL GROUP, INC.**

**ARTICLE I. NAME AND ADDRESS**

The name of the corporation is ROYAL PALM CAPITAL GROUP, INC. (the "Corporation"), and the address of the principle office of the Corporation is 625 N. Flagler Drive, Suite 605, West Palm Beach, FL 33401.

**ARTICLE II. MAILING ADDRESS**

The mailing address of the Corporation is 625 N. Flagler Drive, West Palm Beach, FL 33401.

**ARTICLE III. NATURE OF BUSINESS**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended from time to time.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 100,000,000 shares of Common Stock, no par value, and 20,000,000 shares of Preferred Stock, the preferences, limitations and relative rights of which may be determined by the board of directors in accordance with Section 607.0602 of the Florida Business Corporation Act.

**ARTICLE V. TERM OF EXISTENCE**

The Corporation is to have perpetual existence.

**ARTICLE VI. INDEMNIFICATION**

The Corporation shall indemnify its Officers, Directors, Employees and Agents in accordance with the following:

(a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director,

officer, employee or agent of the Corporation, or is or was otherwise serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct to be unlawful. The termination of any action, suit or proceeding, by judgment, order, settlement, conviction upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe the action was unlawful.

(b) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation, to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to whether such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under Section (a) or (b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer, director, employee or agent is proper under the circumstances, because he has met the applicable standard of conduct set forth in Section (a) or (b) of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in

a written opinion, or (iii) by the affirmative vote of the holders of a majority of the shares of stock entitled to vote and represented at a meeting called for that purpose.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in Section (d) of this Article, upon receipt of an understanding by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(f) The Board of Directors may exercise the Corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Article.

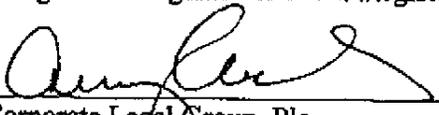
(g) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Amended Articles of Incorporation, the Bylaws, agreements, vote of the shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE VII. REGISTERED AGENT

The name and Florida street address of the registered agent is:

Corporate Legal Group, Plc.  
625 N. Flagler Drive  
Suite 605  
West Palm Beach, FL 33410

Corporate Legal Group, Plc. having been designated to act as Registered Agent, hereby agrees to act in this capacity.

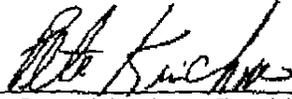
  
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Corporate Legal Group, Plc.

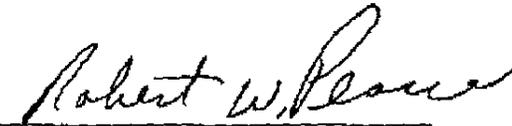
These Amended and Restated Articles of Incorporation, in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act ("Act"), were duly adopted by the Board of Directors and approved by shareholders, constituting the

holders of a sufficient number of outstanding shares required for approval, by a written consent without a meeting pursuant to Section 607.0704 of the Act.

IN WITNESS WHEREOF, the undersigned Corporation has caused these Amended and Restated Articles of Incorporation to be executed on its behalf by an Officer thereunto authorized, and attested to by its Secretary and its corporate seal to be affixed hereto this 15<sup>th</sup> day of December, 2004.

ROYAL PALM CAPITAL GROUP, INC.

By:   
Peter Kirschner, President

Attest:   
Robert W. Pearce, Secretary