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COR AMND/RESTATE/CORRECT OR O/D RESIGN

DAYTON-GRANGER, INC.

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Restated  
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TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION of DAYTON-GRANGER, INC.**

These Restated Articles of Incorporation of DAYTON-GRANGER, INC. (the "Corporation") contain amendments (i) reclassifying all authorized (both issued and unissued) shares of the Corporation's common stock into Class A Voting Common Stock and Class B Non-Voting Common Stock, (ii) maintaining the total number of authorized shares of common stock as 5,000, of which 500 shares shall constitute Class A Voting Common Stock and 4,500 shares shall constitute Class B Non-Voting Common Stock and (iii) reclassifying each share of common stock outstanding on the date hereof into one (1) share of Class A Voting Common Stock and nine (9) shares of Class B Non-Voting Common Stock. These Restated Articles of Incorporation were duly adopted by joint unanimous written consent of the Board of Directors and the holders of the Corporation on March 23, 2009. The number of votes cast by the shareholders for the amendments contained in these Restated Articles of Incorporation was sufficient for approval.

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**Article I Name.**

The name of the Corporation is DAYTON-GRANGER, INC.

**Article II Duration**

The Corporation shall have perpetual existence.

**Article III Purpose.**

The Corporation is organized for the purpose of transacting any and all lawful business.

**Article IV Address**

The principal place of business of the Corporation shall be: 3299 SW 9th Avenue, Ft. Lauderdale, Florida 33315-3026, and its mailing address shall be the same.

**Article V Capital Stock**

The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares, of which 500 shares shall be Class A Voting Common Stock (the "Class A Voting Common") and 4,500 shares shall be Class B Non-Voting Common Stock (the "Class B Non-Voting Common"). The rights, powers, preferences, qualifications, limitations and restrictions of the Class A Voting Common and the Class B Non-Voting Common shall be identical in all respects (including, without limitation, with respect to the receipt of the net assets of the Corporation upon dissolution), except that (i) the Class A Voting Common shall have the exclusive and unlimited right to vote for the election of directors and for all other purposes and (ii) the Class B Non-Voting Common shall not carry with it, or entitle the holders thereof, to vote on any matter that comes before the Corporation or the shareholders, except as specifically required by law.

Upon the filing of these Restated Articles of Incorporation with the Florida Department of State, each share of common stock outstanding on the date hereof shall be reclassified as, and thereafter and without any further action by the Corporation or any shareholder represent, one (1) share of Class A Voting Common and nine (9) shares of Class B Non-Voting Common.

**Article VI Registered Office And Agent**

The street address of the registered office of the Corporation is 3299 SW 9th Avenue, Ft. Lauderdale, Florida 33315-3026 and the registered agent of the Corporation at that address is Gibbons D. Cline.

**Article VII Board of Directors**

The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1).

**Article VIII Powers**

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article IX Indemnification**

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the Corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

**Article X Affiliated Transactions**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**Article XI Control Share Acquisitions**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control-share acquisitions.

**Article XII Bylaws**

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 23 day of March, 2009.



Gibbons D. Cline, President

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