

S22030

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

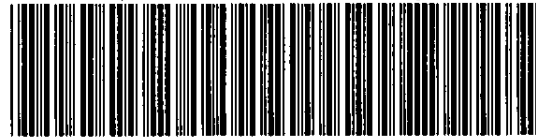
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

08 DEC 31 PM 2:55

Restated Art.
C.COULLIETTE

DEC 31 2008

EXAMINER

Handwritten signature/initials

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 SOUTHWEST 22 STREET, 4TH FLOOR

MIAMI, FL 33145 - (305) 854-6000

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Spiegel & Utrera, PA
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ **Walk-In** **Pick up time** _____ **Certified Copy**

☐ **Mail out** **Will wait** **Photocopy** **Certificate of Status**

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other

Restatement

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

AMENDMENTS

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement

REGISTRATION/ QUALIFICATION
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

December 24, 2008

Spiegel & Utrera, P.A.
1840 Southwest 22 Street
4th Floor
Miami, FL 33145

SUBJECT: SPIEGEL & UTRERA, P.A.
Ref. Number: S22030

We have received your document for SPIEGEL & UTRERA, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 108A00061658

**RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SPIEGEL & UTRERA, P.A.**

08 DEC 31 PM 2:53
FILED
OFFICE OF SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Chairman of the Board of Directors of Spiegel & Utrera, P.A. executes this Restatement of Articles of Incorporation of Spiegel & Utrera, P.A. pursuant to Chapter 621 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is SPIEGEL & UTRERA, P.A. (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in the practice of rendering professional services as attorneys at law as permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1840 Southwest 22nd Street, 4th Floor, Miami, Florida, 33145 and the mailing address is Post Office Box 450605, Miami, Florida, 33245-0605.

ARTICLE 4 - ADOPTION

This Restatement of Articles of Incorporation was adopted the 23rd day of December, 2008, and the number of votes cast by the Shareholders for this Restatement of Articles of Incorporation was sufficient for approval. Only one voting group of Shareholders was entitled to vote thereon.

ARTICLE 5 - OFFICERS

EFFECTIVE DATE
01-01-09

The officers of the Corporation shall be:

President:	Lawrence J. Spiegel
Vice-President:	Natalia Utrera
Secretary:	Natalia Utrera
Treasurer:	Lawrence J. Spiegel

whose mailing addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director of the Corporation shall be Lawrence J. Spiegel whose mailing address shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 Voting and Non-Voting Authorized Shares. The maximum number of shares of stock of the Corporation that may be issued is 1,000,000, consisting of 975,000 voting common shares with a par value of \$0.01 per share and 25,000 non-voting common shares with a par value of \$0.01 per share. Each class of shares shall be identical in all respects, except that the non-voting shall carry no right to vote for the election of directors of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of this state require that voting rights be granted to such non-voting shares.

7.1.1 Voting. All holders of shares of common voting stock, except where otherwise provided by law or by this Restatement of Articles of Incorporation, shall be identical with each other in every respect and the holders of such common voting shares shall be entitled to have unlimited voting rights on all common voting shares and be entitled to one vote for each share of common voting stock on all matters on which Shareholders have the right to vote.

7.2. Liquidation. All holders of shares of common stock, both voting common shares and non-voting common shares, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.3 Preemptive Rights. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.4 Issuance of Stock. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.5 Unissued Stock. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or this Restatement of Articles of Incorporation.

ARTICLE 10 - LIABILITY

All Shareholders shall be jointly and severally liable for the acts, errors and omissions of the Shareholders and other employees arising out of the performance of professional services by the Corporation while they are Shareholders.

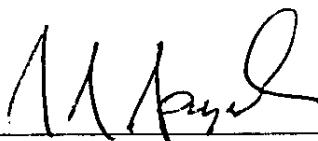
ARTICLE 11 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restatement of Articles of Incorporation, or in any amendment hereto, or to add any provision to this Restatement of Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon Shareholders in this Restatement Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 12 - EFFECTIVE DATE

This Restatement of Articles of Incorporation shall be effective on the 1st day of January, 2009.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Restatement of Articles of Incorporation under the laws of the State of Florida, this 23rd day of December, 2008.



Lawrence J. Spiegel, Chairman of the Board of Directors