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LIONSTONE GROUP, INC.

Certificate of Status	1
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Amn Restate

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LIONSTONE GROUP, INC.

The undersigned, pursuant to Sections 607.1006 and 607.1007, Florida Statutes, hereby adopt the following as the Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") of Lionstone Group, Inc., a Florida corporation (the "Corporation"), as originally filed with the Florida Secretary of State on March 3, 1992, effective as of March 1, 1992, and confirm that such Amended and Restated Articles were duly adopted by the unanimous written consent of the Stockholders and the Board of Directors of the Corporation dated November 10, 2006:

ARTICLE I.
NAME

The name of the Corporation is Lionstone Group, Inc.

ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation are 605 Lincoln Road, Suite 500, Miami Beach, Florida 33139.

ARTICLE III.
PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV.
AUTHORIZED SHARES

The Corporation is authorized to issue fifty thousand (50,000) shares of common stock having a par value of \$1.00 per share, which shall be designated as "Class A Voting Common Stock" and fifty thousand (50,000) shares of the common stock having a par value of \$1.00 per share, which shall be designated as "Class B Non-Voting Common Stock". The holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the Stockholders of the Corporation, nor shall the holders of Class B Non-Voting Common Stock be entitled to transfer or assign such Class B Non-Voting Common Stock. Furthermore, Class B Non-Voting Common Stock shall be redeemable by the Corporation, at any time, in

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exchange for Ten Dollars (\$10.00) per share. Similarly, if the Corporation should liquidate, subsequent to debtors being repaid and the Corporation having sufficient liquidity, the holders of Class B Non-Voting Common Stock will receive Ten Dollars (\$10.00) for each such share of common stock.

ARTICLE V.
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 605 Lincoln Road, Suite 500, Miami Beach, Florida 33139, and the name of the registered agent of the Corporation at that office is Bruce Lazar.

ARTICLE VI.
CORPORATE EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII.
INDEMNIFICATION

The Corporation shall indemnify its officers and directors, and may choose to indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to 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. The indemnification provided for 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, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification 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. An adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE VIII.
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision of these Amended and Restated Articles in the manner prescribed by law, and all rights conferred on Stockholders are subject to this reservation.

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are executed this 14 day of November, 2006.



Alfredo Lowenstein
President and Director

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

Lionstone Group, Inc., a Florida not for profit corporation, has designated Bruce Lazar, whose address is 605 Lincoln Road, Suite 500, Miami Beach, Florida 33139, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby acknowledges that the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated this 10 day of November, 2006.

By: 
Bruce Lazar