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Florida Department of State
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December 29, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

URBAN POWER ENTERPRISES, INC.
175 7TH STREET
SUITE 1410
MIAMI, FL 33130

SUBJECT: URBAN POWER ENTERPRISES, INC.
REF: P04000089634

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Teresa Brown
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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

H11000303212

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
URBAN POWER ENTERPRISES, INC.**

FILED
2011 DEC 28 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Sections 607.1001, 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Board of Directors and sole shareholder of **URBAN POWER ENTERPRISES, INC.**, a Florida corporation (the "Corporation"), hereby amend and restate in its entirety the Corporation's Articles of Incorporation, as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is Urban Power Enterprises, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal place of business of the Corporation is 175 SW 7th Street, Ste. 1410, Miami, Florida 33130, and the name of the registered agent of the Corporation is Simkovic Law Firm, 175 S.W. 7th Street, Suite 2009, Miami, Florida 33130, Attention: Martin Simkovic, Esq.

**ARTICLE III
PURPOSES**

The Corporation may engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

A. Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100, of which 1 share of the par value of \$1.00 per share shall be a separate class designated as Common Stock, and 99 shares of the par value of \$1.00 per share shall be a separate class designated as Nonvoting Common Stock. Except as otherwise set forth in this Article IV, the Common Stock and the Nonvoting Common Stock (together the "Common Shares") shall have the same rights and privileges and shall rank equally: share ratably and be identical in all respects as to all matters.

B. Voting. Except as may be provided herein or required by law, the Common Stock shall have voting rights in the election of directors and on all other matters presented to the shareholders, with each holder of Common Stock being entitled to one vote for each share of Common Stock held of record by such holder on such matters. The Nonvoting Common Stock shall have no voting rights other than such rights as may be required by law.

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C. Dividends. Holders of Common Stock and holders of Nonvoting Common Stock shall be entitled to receive such dividends and distributions (whether payable in cash or otherwise) as may be declared on the Common Shares by the board of directors of the Corporation from time to time out of the assets or funds of the Corporation legally available therefore; provided that the board of directors of the Corporation shall declare no dividend, and no dividend shall be paid, with respect to any outstanding share of Common Stock or Nonvoting Common Stock, whether in cash or otherwise unless simultaneously, the same dividend is declared or paid with respect to each share of Common Stock and Nonvoting Common Stock.

D. Subdivisions, Combinations and Mergers. If the Corporation shall in any manner split, subdivide or combine the outstanding shares of Common Stock or the outstanding shares of Nonvoting Common Stock, the outstanding shares of the other such class of the Common Shares shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share. In the event of any merger, consolidation or similar form of corporate transaction involving the Corporation (whether or not the Corporation is the surviving entity), the holders of Common Stock and the holders of Nonvoting Common Stock shall be entitled to receive the same per share consideration, if any, except that any securities received by holders of Common Stock in consideration of such stock may have full or any other voting rights and any securities received by holders of Nonvoting Common Stock in consideration for such stock shall be non-voting to the extent as the Nonvoting Common Stock is non-voting.

E. Rights on Liquidation. In the event of any liquidation, dissolution or winding-up of the Corporation (whether voluntary or involuntary), the assets of the Corporation available for distribution to shareholders shall be distributed in equal amounts per share to the holders of Common Stock and the holders of Nonvoting Common Stock, as if such classes constituted single class. For purposes of this paragraph, a merger, consolidation or similar corporate transaction involving the Corporation (whether or not the Corporation is the surviving entity), or the sale, transfer or lease by the Corporation of all or substantially all of its assets, shall not constitute or be deemed a liquidation, dissolution or winding-up of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

A. Exercise of Authority. All corporate powers shall be exercised by the board of directors of the Corporation, except as otherwise specifically required by law or as otherwise provided herein. The board of directors of the Corporation shall have the power to adopt such rules and regulations as they may deem proper for the conduct of the meetings and management of affairs of the Corporation.

B. Number of Directors. The number of directors constituting the Corporation's Board of Directors shall be fixed by the Board of Directors in accordance with the Corporation's bylaws. Each director who is serving as a director on the date of these Amended and Restated Articles, shall hold office until the next annual meeting of shareholders after such date and until his or her successor has been duly elected and qualified. At each annual meeting of shareholders

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after the date of these Amended and Restated Articles, directors elected at such annual meeting shall hold office until the next annual meeting of shareholders and until their successors have been duly elected and qualified.

C. Personal Liability. No director of the Corporation shall be personally liability to the Corporation or its shareholders for monetary damages for breach of duty or care or other duty as a director, except as may be provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as amended. In the event that any of the provisions of this Article V(C) (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE VI BYLAWS

Subject to the terms hereof, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the Amended and Restated Bylaws of the Corporation.

ARTICLE VII MEETINGS OF SHAREHOLDERS

Meeting of shareholders may be held within or without the State of Florida, as the bylaws may provide. The books of the Corporation may be kept (subject to any provisions contained in applicable statutes) outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the bylaws of the Corporation. Election of directors need not be by written ballot unless the bylaws of the Corporation so provide. Special meetings of the shareholders, for any purpose or purposes, may be called by the chairman of the board, chief executive officer or president, and shall be called by the chairman of the board, chief executive officer or president at the request in writing of a majority of the board of directors or at the request in writing of the holders of not less than 50% of all votes entitled to be cast on any issued proposed to be considered at the proposed special meeting. Such written request shall state the purpose or purposes of the proposed meeting.

The presence of the holders, present by person or represented by proxy, of a majority of all votes entitled to be cast on any issued proposed to be considered at a meeting shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise expressly required by statute.

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ARTICLE VIII
AMENDMENTS

Subject to the provisions set forth herein, the Board of Directors shall have the right to amend, alter, repeal or rescind any provision contained in these Amended and Restated Articles in the manner now or hereafter prescribed by law.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any and all of its director, officers, employees and agents or former directors, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil or criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive or any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE X
POWERS

This Corporation shall have all of the corporate powers enumerated in the FBCA.

ARTICLE XI
TERM

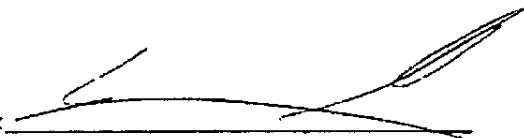
The term of the Corporation is perpetual.

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The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors and the Corporation's sole shareholder in accordance with Sections 607.1003, 607.1006 and 607.1007 of the FBCA. October 25, 2011

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation as of October 25, 2011.

URBAN POWER ENTERPRISES, INC.

By: 
Gregory Frankel, President

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REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Urban Power Enterprises, Inc. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, Florida Statutes.

Dated: October 25th, 2011

Martin Simkovic, Registered Agent