

# K07450

(Requestor's Name)

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(City/State/Zip/Phone #)

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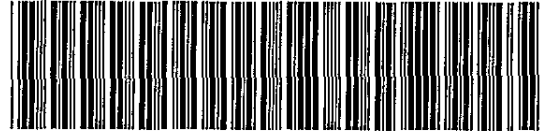
(Business Entity Name)

(Document Number)

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*Amended &  
Restated*

09/24/03--01023--004 \*\*43.75

RECEIVED  
03 SEP 24 AM 9:43  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*AVR*  
9/24/03  
FILED  
SEP 24 PM 12  
TALLAHASSEE, FLORIDA

Sunstate Research  
Requestor's Name

Address

City/State/Zip

Phone #

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

1. Coffeecol, Inc  
(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 type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment / <u>Restated Articles</u>
<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

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

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
COFFEECOL, INC.**

FILED  
SEP 24 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Coffeecol, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify pursuant to Section 607.1007 of the Florida Business Corporation Act, that:

1. The name of the Corporation is Coffeecol, Inc.
2. The Amended and Restated Articles of Incorporation of the Corporation restate and amend the Articles of Incorporation of the Corporation. The Amended and Restated Articles of Incorporation were adopted by the Directors and Stockholders of the Corporation by unanimous consent action dated September 5<sup>th</sup>, 2003 pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act.
3. The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of this corporation is COFFEECOL, INC., and its address is 1201 Placetas Avenue, Coral Gables, FL 33146.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on December 16, 1987, unless dissolved according to law.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The total number of shares of common stock which the Corporation shall have authority to issue is 50,000,000, par value \$.0001 per share, all of one class.

Except as otherwise provided by law, each share of common stock shall entitle the holder thereof to one (1) vote in any matter submitted to a vote of Stockholders of the Corporation.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The name of the registered agent of this corporation is Markham Leventhal, and its address is 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of those persons who are currently Directors of this Corporation are:

##### **NAME**

Andres Gaviria  
Gustavo Gaviria

#### **ARTICLE VII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors of the Corporation.

#### **ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. A Director shall, in the performance of his duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the Directors reasonably believed are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

To the fullest extent permitted by the laws of the State of Florida, as the same exists or may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its Stockholders for monetary damages for a breach of fiduciary duty as a Director, except (i) for any breach of the Director's duty of loyalty to the Corporation or its Stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or

(iii) for any transaction from which the Director derived an improper personal benefit. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE IX - INCORPORATION**

The name of the person incorporating the original Articles of Incorporation is Eric J. Kaplan, and his address is 4800 Le Jeune Road, Suite 200, Miami, Florida 33146.

#### **ARTICLE X - AMENDMENT OR REPEAL**

The Corporation reserves the right to amend, alter, or repeal any other provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights of Stockholders herein are subject to this reservation.

#### **ARTICLE XI - SHAREHOLDER ACTIONS**

The Stockholders agree that they will not take any action otherwise permitted to be taken pursuant to Section 607.1003(6) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 5<sup>th</sup> of September, 2003.

CORRECOL, INC.

By: 

Andres Gaviria  
President and Chief Executive Officer

**CERTIFICATE OF DESIGNATION  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name and address of the corporation is:

COFFEECOL, INC.  
1201 Placetas Avenue  
Coral Gables, FL 33146

2. The name/address of the registered agent and office is:

Markham Leventhal, Esq.  
777 Brickell Avenue, Suite 500  
Miami, Florida 33131

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

  
Markham Leventhal, Registered Agent

9/5/03  
Date

FILED  
03 SEP 24 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA