

143561

Resent 6/15/00

Florida Department of State
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From:

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BASIC AMENDMENT
ERIE CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

*Amended & Restated
Articles*

06-15-00 DC

RECEIVED
JUN 15 AM 11:06
DIVISION OF CORPORATIONS

FILED
JUN 15 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jun-15-00 10:35A

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06/08/00 10:08 F1 Dept of State

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 2000

ERIE CORPORATION
8240 SW 103 ST
MIAMI, FL 33156

SUBJECT: ERIE CORPORATION
REF: 143561

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.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Our records do not reflect C T CORPORATION SYSTEM as ever being the registered agent for the above mentioned corporation.

The document is illegible and not acceptable for imaging.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000030822
Letter Number: 400A00032552

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ERIE CORPORATION

FILED
00 JUN 15 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.1003 and 607.1007, Florida Statutes, this Florida corporation, whose certificate was filed with the Florida Department of State on December 21, 1944, adopts the following amendment and restatement to the Articles of Incorporation:

ARTICLE I

The name of this corporation shall be ERIE CORPORATION (hereinafter called the "Corporation"), and the address of the Corporation shall be 8240 SW 103 St., Miami, Florida 33156.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
4,000	\$5.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation

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This instrument revised by:

RICHARD B. IVANS, ESQ.

Katz, Barron, Squitiero & Faust

2699 S. Bayshore Dr., 7th Floor

Miami, FL 33133

(305)856-2444

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ARTICLE IV

The Corporation shall have commenced its existence immediately upon filing of the Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The street address of the registered office of this corporation is 8240 Southwest 103rd Street, Miami, Florida 33156, and the name of the registered agent of this corporation at that address is JANET WEINSTEIN.

ARTICLE VI

The Board of Directors of the Corporation shall consist of four (4) directors, divided into four (4) classes, to be elected in the manner set forth in Section 5 of the Shareholders Agreement, dated as of December 28, 1986 by and among the Corporation and its shareholders (the "Shareholders' Agreement"). In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to exercise all of the powers of the Corporation except those which by law expressly require consent of the shareholders of the Corporation.

ARTICLE VII

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of or majority thereof, and any director of the Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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ARTICLE VIII

The private property of the Shareholders shall not be subject to payment of the corporate debts in any event.

ARTICLE IX

The Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE X

No change or modification of the Shareholders' Agreement shall be valid unless the same shall be in writing and signed by (1) the A Shareholders (as defined in the Shareholders' Agreement) holding ninety percent (90%) of all the shares of Common Stock held by A Shareholders; and (2) the B Shareholders (as defined in the Shareholders' Agreement) holding ninety percent (90%) of all the shares of Common Stock held by the B Shareholders; (3) the C Shareholders (as defined in the Shareholders' Agreement) holding ninety percent (90%) of all the shares of Common Stock held by the C Shareholders; the D Shareholders (as defined in the Shareholders' Agreement) holding ninety percent (90%) of all the shares of Common Stock held by the D Shareholders; and (4) the Corporation.

ARTICLE XI


The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Amended and Restated Articles of Incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred upon the Shareholders herein are granted subject to this reservation and further subject to the voting requirements of Article X and any restrictions in the Corporation's By-Laws, and the Shareholders' Agreement or any other stockholders' agreement to which the Corporation is a party.

These AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ERIE CORPORATION were adopted by all of the Shareholders and all of the members of the Board of Directors on the 28th day of December, 1986, in accordance with the provisions of Sections 607.1003, 607.1007, 607.0704 and 607.0821, Florida Statutes.

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation effective as of the 28th day of December, 1986.

ERIE CORPORATION

By: 
Sophie Gilbert, President