

204519

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CAPPELLI STRAWORLD, INC.

Certificate of Status	0
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Amended + Restated

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H09000113696 3

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAPPELLI STRAWORLD, INC.**

Pursuant to the provisions of Section 607.1007, *Florida Statutes*, the following constitutes the amended and restated Articles of Incorporation of Cappelli Strawworld, Inc.

Section 1 - Name and Background

Cappelli Strawworld, Inc. is a corporation organized and existing under the Florida Business Corporation Act, under document number 204519, filed in the office of the Secretary of State on July 25, 1957.

Section 2 - Certification

Pursuant to Section 607.1007(4) *Florida Statutes*, Cappelli Strawworld, Inc. hereby certifies that the amendment and restatement of the Articles of Incorporation required shareholder approval. By written action dated April 30, 2009, the Board of Directors recommended and all of the Shareholders unanimously approved, the following amendment and restatement of the Articles of Incorporation of Cappelli Strawworld, Inc.:

ARTICLE I - NAME

The name of the corporation shall be Cappelli Strawworld, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be engaged in under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 50 shares of no par value common stock.

**ARTICLE V - REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the registered agent of the corporation is as follows:

5450 NW 82nd Avenue
Miami, Florida 33166

The name of the registered agent of the corporation is:

Bonnie C. Rubel

The street address of the corporate offices shall be:

5450 NW 82nd Avenue
Miami, Florida 33166

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

The corporation shall have directors as determined and elected in accordance with the bylaws. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

H09000113696 3

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the *Florida Statutes*.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

H09000113696 3

Section 3 - Effective Date of Amendment

The effective date of the Amended and Restated Articles of Incorporation of CAPPELLI STRAWORLD, Inc. set forth herein shall be the date of filing of the Amendment and Restatement of Articles of Incorporation with the Secretary of State of the State of Florida.

Dated April 30, 2009.



Bonnie C. Rubel, President

CERTIFICATE OF DESIGNATION**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to 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 of the corporation is Cappelli Strawworld, Inc.
2. The name and address of the registered agent and office is Bonnie C. Rubel, 5450 NW 82nd Avenue, Miami, Florida 33166.

DATED April 30, 2009.



Bonnie C. Rubel

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P 6/6

H09000113696 3

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED April 30, 2009.



Bonnie C. Rubel

H09000113696 3