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CORPORATION SVC CO

NO. 271 P. 1

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**BASIC AMENDMENT**

**HENRY LEE COMPANY**

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Amended + Restated  
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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HENRY LEE COMPANY

Pursuant to the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is:

HENRY LEE COMPANY

2. The text of the corporation's Amended and Restated Articles of Incorporation is as follows:

ARTICLE I

NAME

The name of this corporation is HENRY LEE COMPANY.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

AUTHORIZED CAPITAL

The total authorized shares of the corporation consists of fifty thousand (50,000) common shares. The authorized shares are all of one class with equal voting powers, and each share shall be equal with every other share.

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#### ARTICLE IV

##### REGISTERED OFFICE AND RESIDENT AGENT

The street and mailing address of the registered office is 1201 Hays Street, Tallahassee, Florida 32301. The name of the resident agent at the registered office is Corporation Service Company.

#### ARTICLE V

##### PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be 3301 N.W. 125<sup>th</sup> Street, Miami, Florida 33167.

#### ARTICLE VI

##### BOARD OF DIRECTORS

The number of members of the Board of Directors of the corporation shall be not less than three (3) and not more than five (5).

#### ARTICLE VII

##### TERM OF CORPORATION

The term of this corporation is perpetual.

#### ARTICLE VIII

##### LIMITED LIABILITY FOR DIRECTORS

A director of the corporation shall not be personally liable to the corporation or its shareholders for any action taken or any failure to take any action as a director, except for liability imposed under Section 607.0831 of the Act.

If the Act is amended after this Article has been adopted by the shareholders to authorize corporate action to further eliminate or limit 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 Act as amended.

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Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article VIII shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal, modification or adoption.

## ARTICLE IX

### INDEMNIFICATION

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article IX, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article IX, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE X

### LESS THAN UNANIMOUS SHAREHOLDER ACTION

(a) Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted.

(b) In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted, and delivered to the corporation within sixty (60) days of the date of the written consent.

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(c) Within ten (10) days after obtaining such authorization by written consent, notice must be given to those shareholders who have not consented in writing or who are not entitled to vote on the action. The notice shall fairly summarize the material features of the authorized action and, if the action is a merger, consolidation, sale or exchange of assets, or other action for which dissenter's rights are provided by law, the notice shall contain a clear statement of the right of dissenting shareholders to be paid the fair value of their shares upon compliance with further provisions of law regarding the rights of dissenting shareholders.

#### ARTICLE XI

#### COMPROMISE, ARRANGEMENT, OR PLAN OF REORGANIZATION

When a compromise or arrangement, or a plan of reorganization of the corporation, is proposed between the corporation and its creditors, or any class of them, or between the corporation and its shareholders, or any class of them, a court of equity jurisdiction within the state, on application of the corporation, or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors, or class of creditors, or of the shareholders, or class of shareholders, to be affected by the proposed compromise, arrangement, or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise, arrangement, or reorganization, agree to a compromise or arrangement or to a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders, and also on the corporation.

3. The foregoing Amendment was adopted by all of the shareholders and directors of the corporation on July 29, 2004, in the manner prescribed by Section 607.1006 of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation by its duly authorized officer this 29th day of July, 2004.

HENRY LEE COMPANY

By: 

John Gordon, Jr., Secretary

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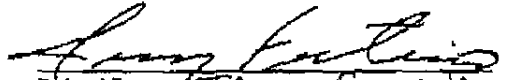
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ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Amended and Restated Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

  
Print Name: Perry Ferrentino  
Its: Asst. Secretary

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