

300270

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Division of Corporations  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MARTY STEINBERG & ASSOCIATES, INC.

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Page Count	04
Estimated Charge	\$43.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 FEB - 8 AM 9: 53

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February 5, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MARTY STEINBERG & ASSOCIATES, INC.  
2306 SEGOVIA AVENUE  
JACKSONVILLE, FL 32217US

SUBJECT: MARTY STEINBERG & ASSOCIATES, INC.  
REF: 300270

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Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H10000026195  
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RECEIVED  
2010 FEB -5 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MARTY STEINBERG & ASSOCIATES, INC.**

**FILED**  
2010 FEB -8 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes § 607.1006 and 607.1007 and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

I

**NAME**

The name of this corporation shall be: MARTY STEINBERG, P.A.

II

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the business transactions, and to assist buyers and sellers of small businesses, as licensed business brokers.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be licensed business brokers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

This Instrument Prepared By:  
Eliot J. Safer  
Attorney at Law  
Florida Bar No. 194511  
Duss, Kenney, Safer, Hampton & Joos, P.A.  
4348 Southpoint Boulevard, Suite 101  
Jacksonville, FL 32216  
(904) 543-4300

III

CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7500 shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to individual business brokers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of the corporation's initial registered office is: 2306 Segovia Avenue, Jacksonville, Florida 32217.

The name of its initial registered agent at said address is: Martin S. Steinberg.

VI

BOARD OF DIRECTORS

This Corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Martin S. Steinberg	2306 Segovia Avenue Jacksonville, Florida 32217
Randee Steinberg	2306 Segovia Avenue Jacksonville, Florida 32217

VII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

VIII

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

IX

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

INDEMNIFICATION

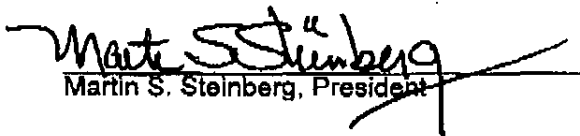
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

The foregoing amendment was duly adopted by the Board of Directors and Shareholders on the 22<sup>nd</sup> day of January, 2010.

  
Martin S. Steinberg, President