

320649

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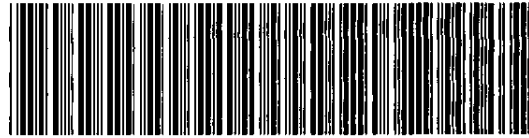
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TALLAHASSEE, FLORIDA
10 DEC -2 AM 8:54

Amended
Restated
@ 12/6/10

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
R & S MANAGEMENT COMPANY**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 DEC -2 AM 8:54

Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **R & S MANAGEMENT COMPANY**
2. This corporation shall have a perpetual existence, unless dissolved according to law and, commenced on the 5th day of September, 1967.
3. This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
4. The Corporation is authorized to issue two (2) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class A Voting Common Shares"; and ninety eight (98) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class B Nonvoting Common Shares". The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock.
5. The street address of the principal office of this corporation is: 4721 University Drive, Coral Gables, Florida 33146. The street address of the registered office of this corporation is: c/o Larry Sorkin, 4721 University Drive, Coral Gables, Florida 33146
6. The number of common shares of the Corporation outstanding at the adoption was Fifty, and the number of shares entitled to vote thereon was Fifty (50).
7. The number of shares voted in favor of such Amendment was Fifty (50), and the number of shares voted against such Amendment was none. The number of votes cast in favor of such Amendment by the Shareholders was sufficient for unanimous approval.
8. Each shareholder will exchange each share of common stock of the Corporation for .04 Class A voting common stock of the Corporation and 1.96 Class B nonvoting common stock of the Corporation.
9. These Amended and Restated Articles of Incorporation were adopted and approved by the shareholders on the 11 day of November, 2010. All of the shareholders voted in favor of these Amended and Restated Articles of Incorporation.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

R & S MANAGEMENT COMPANY

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **R & S MANAGEMENT COMPANY**, desiring to reorganize under the laws of the State of Florida with its principal office at: 4721 University Drive, Coral Gables, Florida 33146, has named Larry Sorkin, located at 4721 University Drive, Coral Gables, Florida 33146, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Larry Sorkin