

351846

Leslie
06/20/06

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000161580 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
 Fax Number : (850)205-0380

From: Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD
 Account Number : 075350000132
 Phone : (305)374-7580
 Fax Number : (305)351-2122

RECEIVED

06 JUN 20 AM 8:00

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TREASURER
FLORIDA

06 JUN 20 AM 11:58

FILED

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
INACTIVE CORPORATIONS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

ADR
6/20/06

Fax Audit No. H06-000161580 3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INACTIVE CORPORATIONS, INC.

FILED
06 JUN 20 AM 11: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Mark Sustana, being a duly elected Vice President of INACTIVE CORPORATIONS, INC., a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation (as amended, the "Articles") were filed with the Secretary of State of the State of Florida (the "Secretary") on September 8, 1969, as Document No. 351846 under the name of "Devco of Orlando, Inc." On August 27, 1987, an Amendment to the Articles was filed with the Secretary whereby the name of the Corporation was changed to "Inactive DCA Corporations, Inc." Articles of Merger were filed with the Secretary on the following dates whereby the following Florida corporations were merged with and into the Corporation:

DATE

MERGED CORPORATIONS:

April 1, 1988

- DCA at Boca Del Mar, Inc.
- DCA at Baca Del Mar #2, Inc.
- DCA at Davie, Inc.
- DCA at the Hammocks, Inc.
- DCA at Palm Place, inc.
- DCA of Golden Gate, Inc.
- DCA of Miramar, inc.
- DCA Oil and Gas One, Inc.
- DCA Realty Sales, Inc.
- The Forest at Palm Beach, Inc.
- Green Fever, Inc.
- Greenfield Village, Inc.
- The Independence Club at Sunrise Lakes, Inc.
- Lucerne Lakes Management Corp.
- Nationwide Utilities, Inc.
- New Cinema Coproration
- Par One Development Corp.
- Par One Management Corp.
- Par Two Development Corp.
- Par Four Development Corp.
- Par Five Development Corp.

May 5, 1988

- M.A.P. Beacon Court, Inc.
- M.A.P. Beacon Hill, Inc.
- M.A.P. Beacon Trace, Inc.
- M.A.P. Brittany Court, Inc.
- M.A.P. Forest Park, Inc.
- M.A.P. Forest Park South I, Inc.
- M.A.P. Forest Park South II, Inc.
- M.A.P. Management Corp.
- M.A.P. Sugar Mill Village North, Inc.
- M.A.P. Sugar Mill Village South, Inc.

Fax Audit No. H06-000161580 3

<u>DATE</u>	<u>MERGED CORPORATIONS:</u>
June 6, 1988	The Big Twirl, Inc. Harris Properties, Inc. T & G Properties, Corporation T.I.C. Boca Corp. TIC Builders, Inc.
February 6, 1989	DCA at Jacksonville, Inc. Devco Leasing, Inc. Financial Corporation of America Golfview Development Corp. M.A.P. Commercial Condominiums, Inc. M.A.P. Country Club Apartments, Inc. Realty Corporation of America

On September 18, 1990, an Amendment to the Articles was filed with the Secretary whereby the name of the Corporation was changed to "Inactive Corporations, Inc." Additional Articles of Merger were filed with the Secretary on the following dates whereby the following Florida corporations were merged with and into the Corporation:

<u>DATE</u>	<u>MERGED CORPORATIONS:</u>
June 25, 1991	Central Park South, Inc. DCA at Pine Lake, Inc. DCA Land Corp. DCA Properties, Inc. DCA Realty of Central Florida, Inc. Holiday Carpentry Company, Inc. Kings Point Realty, Inc. MAP Holiday Village I, Inc. M.A.P. Sugar Mill Village, Inc. 3D Decorating and Furnishing Corporation
October 11, 1994	Builders Mart Components Corp. DCA Management Corp. of Palm Beach Florida Properties of Boynton, Inc. H. Miller & Sons of Orlando, Inc. Lennar Palm Beach, Inc. Lennar-Woodbury, Inc. Miami Prefabricators, Inc. Miramar Advertising Agency, Inc. Southwest One Hundred Eighth Avenue Corporation Sunrise Lakes Phase 4 Management Corporation Supreme Lumber & Millwork Co.

Articles of Amendment to the Articles were filed with the Secretary on January 9, 1996, and additional Articles of Merger were filed with the Secretary on the following dates whereby the following Florida corporations were merged with and into the Corporation:

Fax Audit No. H06- 000161580 3

<u>DATE</u>	<u>MERGED CORPORATIONS:</u>
November 20, 2000	DCA at Banyan Tree, Inc. DCA at North Lauderdale, Inc. DCA at Pembroke Pointe, Inc. DCA of Broward County, Inc. Dyeing and Finishing, Inc. First Atlantic Building Corp. M.A.P. Vineyards of Plantation, Inc. Monterey Village Development Corp. Quality Roof Truss Company
June 6, 2001	Superior Realty & Marketing, Inc. W.B. Homes, Inc. Boca Isles Club, Inc. DCA at Wiggins Bay, Inc. DCA General Contractors, Inc. DCA Homes of Central Florida, Inc. DCA of Hialeah, Inc. Devco Land Corp. Hillside, Inc. Kings Isle Recreation Corp. Lucerne Greens, Inc.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of the Corporation are hereby amended and restated in their entirety to read as follows effective as of 12:01 A.M., on June 21, 2006, which Amended and Restated Articles of Incorporation incorporate amendments to all articles of the Articles of the Corporation:

ARTICLE I – NAME

The name of this corporation is INACTIVE CORPORATIONS, INC. (the "Corporation").

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation are:

700 N.W. 107th Avenue
Miami, Florida 33172.

ARTICLE III – PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

Fax Audit No. H06- 000161580 3

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Five Hundred (500) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- REGISTERED OFFICE AND AGENT

The street address of the current registered office of this corporation is:

1200 South Pine Island Road
Plantation, Florida 33324;

and the name and address of the current registered agent of this Corporation are:

<u>Name</u>	<u>Address</u>
C T Corporation System	1200 South Pine Island Road Plantation, Florida 33324.

ARTICLE VI -- BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the Corporation, but shall never be fewer than one (1). The names and addresses of the current directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Diane Bessette	700 N.W. 107 th Avenue Miami, Florida 33172
Mark Sustana	700 N.W. 107 th Avenue Miami, Florida 33172.

ARTICLE VII -- BY-LAWS

The power to alter, amend or repeal the By-laws of this Corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VIII -- INDEMNIFICATION

This Corporation shall indemnify any officer or director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

Fax Audit No. H06- 000161580 3

ARTICLE IX – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Such amendments to, and amendment and restatement of, the Articles of the Corporation have been duly and unanimously authorized and directed by Written Consent of the Board of Directors and shareholders of the Corporation dated June 15, 2006. Such amendment and restatement of the Articles of the Corporation supersedes the original Articles of the Corporation in their entirety.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation as of the 16 day of June, 2006.

//s// Mark Sustana
Mark Sustana, Vice President