

396042

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Division of Corporations
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LARO, INC. OF CORAL GABLES

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396042
Amend + Restate
11/3/08



October 7, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LARO, INC. OF CORAL GABLES
6800 NERVIA STREET
CORAL GABLES, FL 33146

SUBJECT: LARO, INC. OF CORAL GABLES
REF: 396042

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H06000230979
Letter Number: 208A00052954

P.O BOX 6327 - Tallahassee, Florida 32314

entitled to one (1) vote and each share of Class B shall be nonvoting stock.

4. LAWRENCE H. COHEN, shall exchange his forty-seven thousand six hundred (47,600) shares of Class A voting common stock of the Corporation for ninety-five (95) shares of Class A voting common stock and shall retain the forty-seven thousand six hundred (47,600) shares of Class B nonvoting common stock. ESTER COHEN, shall exchange his one thousand eight hundred (1,800) shares of Class A voting common stock of the Corporation for four (4) shares of Class A voting common stock and shall retain his one thousand eight hundred (1,800) shares of Class B nonvoting common stock. DEBORAH COHEN, shall exchange her six hundred (600) shares of Class A voting common stock of the Corporation for one (1) share of Class A voting common stock and shall retain her six hundred (600) shares of Class B nonvoting common stock.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 27, 2008

LARO, INC. OF CORAL GABLES
6800 NERVIA STREET
CORAL GABLES, FL 33146

SUBJECT: LARO, INC. OF CORAL GABLES
REF: 396042

ATTN:
Carol
Per our convo,
Please proceed
with filing.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

There is no provision to file a document "Plan of Corporate Recapitalization". Please review chapter 607.0602, which is "Terms of class or series determined by board of director". If this pertains to your needs, please file the articles of amendment. If you wish to file the Amended and Restated articles, simply add info on who adopted the articles and how they were adopted. Please add a title to your document, Articles of Amendment OR Amended and Restated articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H08000230979
Letter Number: 208A00055133

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LARO, INC. OF CORAL GABLES

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

ARTICLE I

Name

The name of the corporation is LARO, INC. OF CORAL GABLES.

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law and, commenced on the 4th day of February, 1972.

ARTICLE III

Purpose

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.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class A Voting Common Shares", and fifty-thousand (50,000) 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.

ARTICLE V

Principal Office; Registered Office and Agent

The street address of the principal office of this corporation is: 6800 Nervia Street, Coral Gables, Florida 33146. The street address of the registered office of this corporation is: Lawrence H. Cohen, 6800 Nervia Street, Coral Gables, Florida 33146.

ARTICLE VI

Board of Directors

This corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

LAWRENCE H. COHEN
6800 NERVIA STREET
CORAL GABLES, FLORIDA 33146

PETER COHEN
6800 NERVIA STREET
CORAL GABLES, FLORIDA 33146

2. The number of Class A voting shares of the Corporation outstanding at the adoption was fifty-thousand (50,000), and the number of Class A voting shares entitled to vote thereon was fifty-thousand (50,000).

3. The number of shares voted in favor of such Amendment was fifty-thousand (50,000), 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 approval.

4. LAWRENCE H. COHEN, shall exchange his forty-seven thousand six hundred (47,600) shares of Class A voting common stock of the Corporation for ninety-five (95) shares of Class A voting common stock and shall retain the forty-seven thousand six hundred (47,600) shares of Class B nonvoting common stock. PETER COHEN, shall exchange his one thousand eight hundred (1,800) shares of Class A voting common stock of the Corporation for four (4) shares of Class A voting common stock and shall retain his one thousand eight hundred (1,800) shares of Class B nonvoting common stock. DEBORAH COHEN, shall exchange her six hundred (600) shares of Class A voting common stock of the Corporation for one (1) share of Class A voting common stock and shall retain her six hundred (600) shares of Class B nonvoting common stock.

5. These Amended and Restated Articles of Incorporation were adopted and approved by the shareholders on the 6th day of October, 2008. All of the shareholders voted in favor of this Amendment.

6. These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

DATED this ____ day of _____, 2008.

LARO, INC. OF CORAL GABLES

By: 
LAWRENCE H. COHEN, President

(CORPORATE SEAL)

ATTEST:

PETER COHEN, Vice-President

5. These Amended and Restated Articles of Incorporation were adopted and approved by the shareholders on the 6th day of October, 2008. All of the shareholders voted in favor of this Amendment.

6. These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

DATED this 27 day of October, 2008.

LARO, INC. OF CORAL GABLES

By: 
LAWRENCE H. COHEN, President

(CORPORATE SEAL)

ATTEST:

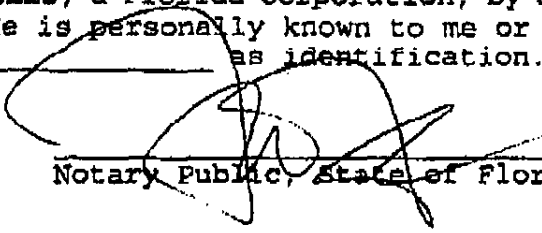
PETER COHEN, Vice-President

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 27 day of June, 2008, by LAWRENCE H. COHEN, as President of LARO, INC. OF CORAL GABLES, a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced _____ as identification.



Notary Public, State of Florida at Large

Type/Print/or Stamp Name of Notary Public

My Commission Expires:



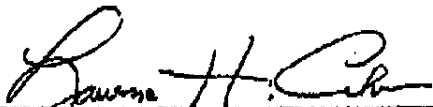
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

LARO, INC. OF CORAL GABLES

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

First--that LARO, INC. OF CORAL GABLES, desiring to organize under the laws of the State of Florida with its principal office at: 6800 NERVIA STREET, CORAL GABLES, FLORIDA 33146, has named LAWRENCE H. COHEN, located at 6800 NERVIA STREET, CORAL GABLES, FLORIDA 33131, 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.



LAWRENCE H. COHEN