

544712

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

ADITA PROPERTIES, INC.

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*Amended & Restated
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**SECOND AMENDMENT TO AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
ADITA PROPERTIES, INC.**

The undersigned, being all of the Stockholders and the sole Director of Adita Properties, Inc., a Florida corporation (the "Corporation"), acting pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, do hereby amend and restate the Articles of Incorporation of the Corporation as set forth herein. The Corporation was originally incorporated on September 7, 1977, under the name Adita Properties, Inc. The Corporation's document number is 544712.

A. The Articles of Incorporation were previously amended and restated on September 15, 2000.

B. This Second Amendment and Restatement of the Articles of Incorporation has been adopted in accordance with Section 607.1007 of the Florida Statutes.

C. Effective upon the date of filing with the Secretary of State of the State of Florida, the Articles of Incorporation of Adita Properties, Inc., are as follows:

**"ARTICLE I
NAME**

The name of this corporation is **ADITA PROPERTIES, INC.**

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in every aspect of corporate business.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation is to exist perpetually.

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ARTICLE V
INDEMNITY

This corporation shall indemnify any officer, director or employee, or any former officer, director or employee to the fullest extent permitted by law.

ARTICLE VI
BY-LAWS

The power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and directors of this corporation in the manner set forth in the By-Laws."

D. Upon filing of this Second Amendment and Restatement of the Articles of Incorporation, every share of stock of this corporation then outstanding shall be automatically converted into one share of common stock with voting rights and with no differences or distinctions as to rights, preferences and privileges.

This Amendment and Restatement was executed by all of the Stockholders and the sole Director of the Corporation on the 21st day of December, 2006, which execution shall constitute adoption.

SHAREHOLDERS:

C. de Salomon
Catherine Salomon

Sandra Berkowitz
Sandra Berkowitz

Miguel Salomon
Miguel Salomon

SOLE DIRECTOR:

Sandra Berkowitz
Sandra Berkowitz

IN WITNESS WHEREOF, ADITA PROPERTIES, INC., has caused this Second Amendment to and Restatement of its Articles of Incorporation to be executed by its President and Secretary this 21st day of December, 2006.

ATTEST:

Sandra Berkowitz
Sandra Berkowitz, Secretary

ADITA PROPERTIES, INC.

By: Sandra Berkowitz
Sandra Berkowitz, President

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**UNANIMOUS WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING
OF THE SOLE DIRECTOR AND SHAREHOLDERS OF
ADITA PROPERTIES, INC.**

The undersigned, being all of the shareholders and the sole member of the Board of Directors of Adita Properties, Inc., a Florida corporation (the "Corporation"), hereby adopt the following resolutions without a meeting, pursuant to Sections 607.0704, 607.0821, 607.1003, 607.1006 and 607.1007 of the Florida Statutes, effective as of December 21, 2006:

AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION

WHEREAS, on September 15, 2000, the Corporation's Articles of Incorporation were amended and restated to create separate classes of stock, one voting and one nonvoting; and

WHEREAS, the undersigned have determined that it is in the best interests of the Corporation and its shareholders to file an election to be treated as an "S" corporation under the Internal Revenue Code; and

WHEREAS, to qualify as an "S" corporation, a corporation may have only one outstanding class of stock;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation's Articles of Incorporation shall be amended and restated to omit the distinction between voting and nonvoting stock, so that the Corporation will have only one class of outstanding stock with no differences or distinctions as to rights, preferences and privileges.

RESOLVED FURTHER, that the form of Second Amendment to and Restatement of the Articles of Incorporation attached as Exhibit A hereto, with such changes as the officers of the Corporation deem necessary or appropriate (the "A&R Articles"), are hereby approved.

RESOLVED FURTHER, that the appropriate officers of the Corporation are hereby authorized and directed to execute the A&R Articles, cause them to be filed with the Florida Secretary of State, and insert the file-stamped version thereof in the Corporation's minute book.

RESOLVED FURTHER, that upon filing of the A&R Articles, every then outstanding share of the Corporation's common stock shall automatically and without any action on the part of the Corporation or the holder of such stock be converted to one share of common stock with voting rights and without any differences or distinctions from any other outstanding share of stock.

RESOLVED FURTHER, that the shareholders may surrender their certificates representing the currently outstanding shares of the Corporation's common stock and, upon such surrender, shall be entitled to receive a new certificate or certificates representing shares of common stock with voting rights and without any differences or distinctions from any other outstanding share of stock.

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AUTHORIZING RESOLUTIONS

RESOLVED FURTHER, that all acts and deeds previously performed by the officers of the Corporation, or any of them, prior to the date of these resolutions in connection with the consummation of the transactions contemplated by these resolutions are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized to take such other actions, including without limitation the execution and delivery of further documents, as are necessary or appropriate to further the consummation of the transactions contemplated by these resolutions.

This Unanimous Written Consent shall be filed with the minutes of the proceedings of the shareholders and the Board of Directors, and the actions taken hereby shall have the same force and effect as at a meeting duly called and held.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first set forth above.

SHAREHOLDERS:

Sandra Berkowitz
Sandra Berkowitz

C. de Salomon
Catherine Salomon

Miguel Salomon
Miguel Salomon

SOLE DIRECTOR:

Sandra Berkowitz
Sandra Berkowitz

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EXHIBIT A

**FORM OF SECOND AMENDMENT TO
AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
ADITA PROPERTIES, INC.**

[to be attached]

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