

To:
Subject:

601352

From: Patricia T. [unclear]

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Florida Department of State
Division of Corporations
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Electronic Filing Cover Sheet

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

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

* Please note
effective date of
12-31-04.

0150-33302

BASIC AMENDMENT

GREENBERG TRAURIG, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

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04 DEC 28 PM 3:57
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* Please note effective date
of 12-31-04.

601352
amended
12-28-04
effective
12-31-04

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Subject

From: Patricia Tadlock

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**CERTIFICATE
REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREENBERG TRAURIG, P.A.**

** eff date 12-31-04*

GREENBERG TRAURIG, P.A., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The Amended and Restated Articles of Incorporation of Greenberg Traurig, P.A. (the "Corporation") attached hereto contain amendments to the Corporation's Articles of Incorporation, as amended, that require shareholder approval.

2. The amendments set forth in the Corporation's Amended and Restated Articles of Incorporation were approved on December 27, 2004 by the holders of the Corporation's common stock, \$0.10 per share, and the holders of the Corporation's preferred stock, \$1.00 per share, which represents each voting group entitled to vote separately on the amendments, with the number of votes cast for the amendments by shareholders in each voting group being sufficient for approval by that voting group, in the manner prescribed by Section 607.1003 of the Act.

3. The amendments set forth in the Corporation's Amended and Restated Articles of Incorporation shall become effective on December 31, 2004, in the manner prescribed by Section 607.0123(2) of the Act.

[Signature on following page]

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IN WITNESS WHEREOF, the undersigned has executed this Certificate as of
December 28, 2004.

GREENBERG TRAUBIG, P.A.

By: 

Cesar L. Alvarez, President

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF GREENBERG TRAUIG, P.A.

ARTICLE I

The name of the corporation is GREENBERG TRAUIG, P.A. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE III

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is one hundred five million (105,000,000) shares, consisting of (i) five million (5,000,000) shares of common stock, par value \$0.10 per share (the "Common Stock"), and (ii) one hundred million (100,000,000) shares of preferred stock, par value \$1.00 per share, of which one hundred million (100,000,000) shall be subject to the designations, preferences, limitations and relative rights set forth in Article III below (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Common Stock and the Preferred Stock are as follows:

1. Voting Rights. Except as otherwise required by law, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock, with each share entitling the holder to one vote per share. Except as otherwise required by law, the Preferred Stock shall have no voting rights.
2. Liquidation Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (collectively, "Liquidation"), and after first, the holders of the Preferred Stock and second, the holders of the Common Stock, shall have been paid in full the amounts to which they shall be entitled (if any) as set forth in any agreement among the Shareholders of the Corporation that may exist from time to time, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation ("Net Assets") shall be distributed to a qualified 501(c)(3) charitable organization designated by the Corporation after approval of a Liquidation. No potential charitable organization shall have any right, nor shall the

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Corporation have any obligation to, such charitable organization, if, and until, the Corporation shall designate in writing a charity after approving a Liquidation, and then, only to the extent of the Net Assets determined by the Corporation in its sole discretion to be available for such distribution.

3. Miscellaneous Provisions. The following provisions shall also apply to the shares (collectively the "Shares") of the Common Stock and Preferred Stock: (i) the Shares shall be issued only to persons who meet the requirements of Section 621.09 of the Professional Service Corporation and Limited Liability Company Act, as such provisions may be amended from time to time, and (ii) the Corporation shall have the authority to place restrictions on the Shares, including, but not limited to, restrictions on the transferability of the Shares and the appreciation in value of the Shares, pursuant to the terms of an agreement among its shareholders, as such agreement may be amended from time to time.

ARTICLE IV

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE V

The Corporation shall have the authority to enter into indemnification agreements or arrangements with its officers and directors that provide for indemnification and advancement of expenses to the fullest extent not prohibited by law in existence now or hereafter.

[Signature on following page]

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 28th day of December, 2004.

GREENBERG TRAURIG, P.A.

By: 

Cesar L. Alvarez, President

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