

641342

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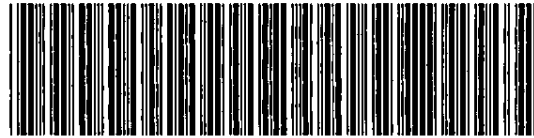
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SECRETARY OF STATE
DIVISION OF CORPORATION
13 JAN -8 PM 2:30

Restated

JAN 14 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Executive Data Systems Inc.

DOCUMENT NUMBER: 641342

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Duncan
Name of Contact Person

Executive Data Systems Inc.
Firm/ Company

815 NW 57th Ave Ste # 200
Address

Miami FL 33126
City/ State and Zip Code

jd@perfectlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Duncan at (305) 444-6200
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

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JUN-8 PM 12:36

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RESTATED
ARTICLES OF INCORPORATION
OF
EXECUTIVE DATA SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JAN -8 PM 2:30

Pursuant to Chapter 607.1007 Florida Statutes (FS) the undersigned corporation hereby adopts Restated Articles of Incorporation which shall supersede the heretofore existing Articles of Incorporation and all amendments thereto:

ARTICLE I

The name of the corporation is **Executive Data Systems, Inc.**, and the duration hereof shall be perpetual.

ARTICLE II

The purpose or purposes for which the corporation is organized shall be:

- (1) To engage in the lawful activity for which corporations may be organized under Chapter 607 and 621 Florida Statutes (F.S.);
- (2) To make contracts and incur liabilities in its own behalf or in the behalf of other persons or businesses, whether natural or corporate, and more specifically with the United States or any other government, state, territory, government district or municipality or any instrumentality thereof.
- (3) To purchase or otherwise acquire in whole or in part, the business, goodwill, rights, franchises, licenses, permits, contracts, assets and property of every kind, of any corporation, individual or association; to assume, undertake, guarantee or advance on any note, bond, contract or other obligation, in whole or in part, of any corporation, individual or associate.
- (4) Any or all of the above articles may be engaged in by the corporation in its own behalf and for its own account or as agent, assignee, contractor or subcontractor for any third parties whomsoever.
- (5) To purchase or otherwise acquire, hold, exchange, pledge, assign, sell, transfer, reissue, or otherwise dispose of or distribute shares of its own capital stock, providing such purchase shall be made out of surplus and will work no impairment of capital.
- (6) To engage in research and development, purchase, sale, import, export, license, distribution, design, manufacture or rental of any product, machine, apparatus,

appliance, merchandise, and property of every kind and description, ideas, systems, procedures, and services of any nature. To procure the necessary patents, trademarks and copyrights to protect the manufacture and sale of such equipment and/or ideas.

- (7) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pose of by sale, exchange or otherwise, to lease, mortgage, pledge assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.
- (8) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with colony, dependency or agency or any of the foregoing.
- (9) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.
- (10) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association, trust or corporation for any purpose and with or without consideration; and to secure the direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.
- (11) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, warrants, other securities, or property of any other kind.
- (12) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, warrants, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

- (13) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.
- (14) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.
- (15) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, and provision in this or any other Article of these Restated Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.
- (16) Lastly, to do any and all other acts and things necessary, incident, proper, desirable or convenient for carrying out the purposes of this corporation or any of them, and generally to engage in any or all of the foregoing enterprises, business and occupations, either within or without the State of Florida or the United States or other nation, in any part of the world.

The foregoing enumeration of powers is not intended and shall not be held to limit or restrict in any manner the general powers of this corporation under the laws of the State of Florida.

ARTICLE III

The name and Florida address of the registered agent for said corporation is:

John Duncan
1301 Campo Sano Avenue
Coral Gables, Florida 33146

Such address shall also be for any official notices.

ARTICLE IV

The number of directors constituting the Board of Directors is three (3) and the name and address of the person who is to serve as director until the next annual meeting of the shareholders or until their successors be elected and qualified is:

John Duncan
1301 Campo Sano Avenue
Coral Gables, FL 33146

Helen M. Duncan
1301 Campo Sano Avenue
Coral Gables, FL 33146

Carl W. Williams
921 Obispo
Coral Gables, FL 33146

ARTICLE V

(1) The aggregate number of shares which the corporation shall have authority to issue is 10,000,000 shares, without par value per share, of common stock ("Common Stock") and 10,000 shares, without par value per share, of preferred stock ("Preferred Stock").

(2) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article VI, to provide for the issuance of the shares of Preferred Stock in series, and by filing articles of amendment which are effective without shareholder approval pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualification, limitations or restrictions thereof.

Section 1. Terms Authorized. The authority of the Board of Directors with respect to each series shall include determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate, if any, on the shares of that series;
- (c) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of directors shall determine;
- (d) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (e) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amounts of such sinking fund;

- (f) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and
- (g) Any other relative rights, preferences and limitations of that series that are permitted by law to vary.

Section 2. Designation. There shall initially be two series of Preferred Stock, with the designation and number of shares as follows:

<u>Designation</u>	<u>Number of Shares</u>
Series A Preferred Stock ("Series A Stock")	5,000
Series B Preferred Stock ("Series B Stock")	5,000

On the filing of articles of amendment which are effective without shareholder approval with the office of the Corporation Commission of the State of Florida pursuant to the Florida Business Corporation Act (a "Preferred Certificate") with respect to any series of Preferred Stock other than Series A or Series B Stock, any shares of Series A or Series B Preferred Stock not previously issued shall no longer be authorized for issuance by the corporation pursuant to this Article VI (2) but shall remain authorized but unissued shares of Preferred Stock available for issuance pursuant to a duly filed Preferred Certificate.

ARTICLE VI

No holder of shares or securities of the corporation now or hereafter authorized shall have any preemptive right or be entitled as of right to subscribe for, purchase or receive any unissued or treasury shares of any class, whether now or hereafter authorized, or any notes, bonds, debentures, or other securities convertible into, or carrying options or warrants to purchase, shares of any class; but all such unissued or treasury shares of any class, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, shares of any class may be issued or disposed of by the Board of Directors to such persons on such terms as it, in its absolute discretion, may deem advisable.

ARTICLE VII

This corporation shall have the right to purchase its own shares to the extent of any unreserved and unrestricted surplus available therefor, whether capital surplus or earned surplus.

ARTICLE VIII

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director. Any directorship to be filled by reason of an increase in the number of directors of the corporation may be filled by the affirmative vote of a majority of the number of directors fixed as provided by the Bylaws prior to such increase. Any such directorship not so filled by the directors shall be filled by election at the next annual meeting of shareholders or at a special meeting of shareholders called for that purpose.

ARTICLE IX

The corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file said balance sheet and profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE X

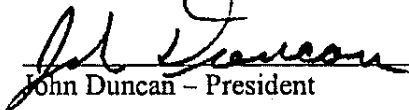
No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article IX shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under Chapter 607 Florida Statutes (FS). No amendment to the Florida Statutes that further limits the acts or omissions for which elimination of a liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE XI

The corporation shall indemnify to the fullest extent permitted by Chapter 607.0850 Florida Statutes (FS) any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suite or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974, with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director or officer, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. The right to and amount of indemnification shall be determined in accordance with the provisions of the Florida Statutes in effect at the time of the determination.

IN WITNESS WHEREOF, I, the undersigned President of Executive Data Systems, Inc., declare under penalties of perjury that I have examined the foregoing document and to the best of my knowledge and belief, it is true, correct and complete.

EXECUTIVE DATA SYSTEMS, INC.


John Duncan - President

December 20, 2012

Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


John Duncan - Registered Agent

December 20, 2012

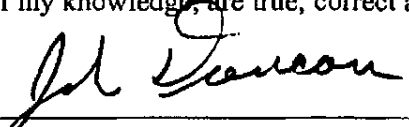
Date

**CERTIFICATE ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION
OF
EXECUTIVE DATA SYSTEMS, INC.**

- (a) The Restated Articles of Incorporation were adopted by the Board of Directors of the corporation as of December 20, 2012.
- (b) The Restatement contains no amendment to the articles requiring shareholder approval.
- (c) The duly adopted Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

I, John Duncan, President of Executive Data Systems, Inc. declare under penalties of perjury that the forgoing statements, to the best of my knowledge, are true, correct and complete.

Dated: December 20, 2012



John Duncan