

F070000003805

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

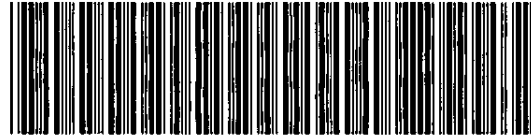
(Business Entity Name)

(Document Number)

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*Name Change
Amend*

01/05/16--01016--007 **35.00

FILED
16 JAN -5 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 11 2016
A RAMSEY

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Diversified Business Communications, Inc.
Name of Corporation

DOCUMENT NUMBER: F07000003805

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christopher R. Smith

Name of Contact Person

Verrill Dana, LLP

Firm/Company

One Portland Square, P.O. Box 586

Address

Portland, ME 04112-0586

City/State and Zip Code

csmith@verrilldana.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christopher R. Smith

207

774-4000

Name of Contact Person

at ()

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 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)

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

Verrill Dana^{LLP}

Attorneys at Law

CHRISTOPHER R. SMITH
PARTNER
csmith@verrilldana.com
Direct: 207-253-4426

ONE PORTLAND SQUARE
PORTLAND, MAINE 04112-0586
207-774-4000 • FAX 207-774-7499
www.verrilldana.com

January 4, 2016

VIA FEDEX

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Diversified Communications

Dear Sir/Madam:

We have enclosed, for filing on behalf of the above-named Maine Corporation, which currently is authorized to transact business in Florida under the name, Diversified Business Communications, Inc. (reflecting the Corporation's former legal name of Diversified Business Communications), an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, reflecting that the Corporation's legal name has changed (to Diversified Communications) and that the Corporation will use a corporate designator in Florida (because its legal name does not include one), together with a Florida form of Cover Letter, a certified copy of the Corporation's Restated Articles of Incorporation filed with the Maine Secretary of State on November 17, 2015, and a check in the amount of \$35 in payment of the associated filing fee.

We also have enclosed, for filing on behalf of the Corporation, a Florida Application for Registration of Fictitious Name, to effect the cancellation of the Corporation's "International Floriculture Expo" fictitious name in Florida, together with a check in the amount of \$50 in payment of the associated filing fee.

Please forward evidence of these filings to me at your earliest opportunity.

January 4, 2016

Page 2

Thank you for your attention to this matter. Please do not hesitate to contact me with any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Chris Smith', with a large, sweeping initial 'C'.

Christopher R. Smith

CRS/ddm

Enclosures

cc: Ms. Melinda P. Shain (via e-mail; w/encl.)

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F07000003805

(Document number of corporation (if known))

1. Diversified Business Communications, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Maine 3. July 27, 2007
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 17, 2015

5. Diversified Communications, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

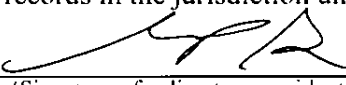
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Melinda P. Shain

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILED
16 JAN -5 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

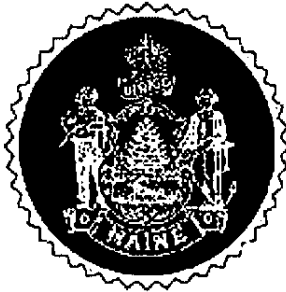
State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and that the paper to which this is attached is a true copy from the records of this Department.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this second day of December 2015.



A handwritten signature in black ink, appearing to read "Matthew Dunlap", written over a horizontal line.

Matthew Dunlap
Secretary of State

DOMESTIC
BUSINESS CORPORATION

STATE OF MAINE

RESTATED ARTICLES
OF INCORPORATION

Diversified Business Communications
(Name of Corporation)

Filing Fee \$80.00

File No. 19700090 D Pages 4
Fee Paid \$ 80
DCN 2153221600018 REST
-----FILED-----
11/17/2015


Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 13-C MRSA §1007, the undersigned corporation executes and delivers the following Restated Articles of Incorporation:

FIRST: All restated statements required to be set forth in Articles of Incorporation (*MBCA-6-1) are attached as Exhibit A.

SECOND: ("X" one box only.)

☐ The restated articles of incorporation consolidate all amendments into a single document OR

☒ If a new amendment is included in the restated articles of incorporation the following must be completed:

The text of the new amendment was adopted on (date) September 24, 2015 and was duly approved as follows: ("X" one box only.)

☐ by the incorporators – shareholder approval was not required OR

☐ by the board of directors – shareholder approval was not required OR

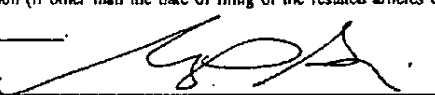
☒ by the shareholders in the manner required by this Act and by the articles of incorporation.

THIRD: If the text of the new amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are set forth in Exhibit B or as follows:

FOURTH: The effective date of the restated articles of incorporation (if other than the date of filing of the restated articles of incorporation) is DATE OF FILING.

Dated 11-16-15

**By


(signature)

Melinda P. Shain, Assistant Secretary

(type or print name and capacity)

*Form MBCA-6-1 MUST accompany this filing.

**These articles MUST be signed by any duly authorized officer OR the clerk. (13-C MRSA §121.5)

Please remit your payment made payable to the Maine Secretary of State.

Submit completed form to:

Secretary of State, Division of Corporations, UCC and Commissions

101 State House Station, Augusta, ME 04333-0101

Telephone Inquiries: (207) 624-7752

Email Inquiries: CEC.Corporations@Maine.gov

Form No. MBCA-6A Rev. 7/1/2008

Articles of Incorporation
pursuant to 13-C MRSA §202
to accompany the following:

Exhibit A

(Check one box only.)

- ☐ Articles of Domestication (13-C MRSA §923)
☐ Articles of Domestication and Conversion (13-C MRSA §942)
☐ Articles of Entity Conversion (13-C MRSA §955.2 or 13-C MRSA §955.3)
☐ Articles/Certificate of Merger or Share Exchange (13-C MRSA §§1106 and 1107)
☐ Articles of Conversion of Partnership (31 MRSA §1093)
☒ Restated Articles of Incorporation (13-C MRSA §1007)

(Check only if applicable)

- ☐ This is a professional corporation* formed pursuant to 13 MRSA Chapter 22-A to provide the following professional services:

(type of professional services)

FIRST: The name of the corporation is Diversified Communications

SECOND: The Clerk is a: (select either a Commercial or Noncommercial Clerk) – Person must be a Maine resident

- ☐ Commercial Clerk CRA Public Number: _____

(name of commercial clerk)

- ☒ Noncommercial Clerk

Alan D. MacEwan

(name of noncommercial clerk)

One Portland Square, Portland, ME 04101

(physical location, not P.O. Box – street, city, state and zip code)

P.O. Box 586, Portland, ME 04112-0586

(mailing address if different from above)

THIRD: Pursuant to 5 MRSA §108.3, the clerk as listed above has consented to serve as the clerk for this corporation.

FOURTH: (Check one box only)

- ☒ There shall be only one class of shares. The number of authorized shares is 1,000

(Optional) Name of class: Common, no par value

- ☐ There shall be two or more classes or series of shares. The information required by 13-C MRSA §601 concerning each such class and series is set forth in Exhibit ____ attached hereto and made a part hereof.

Form No. MBCA-6-1 (1 of 2)

Exhibit B

Upon the filing of these Restated Articles of Incorporation, and without any further action on the part of the holders of any of the outstanding shares of the Corporation, or any other person or entity, the five hundred forty-six thousand six hundred seventy-three and 91/100 (546,673.91) shares of common stock of the Corporation, par value \$0.25 per share, issued and outstanding immediately prior to such filing shall be converted into and reclassified as one hundred (100) shares of Common Stock of the Corporation, no par value per share, with rights, preferences, and limitations otherwise unchanged in all respects. Upon the filing of these Restated Articles of Incorporation, all of the outstanding certificates which prior to that time represented shares of stock in the Corporation shall be deemed cancelled. Any and all shares of any class of the Corporation's stock held in treasury, or otherwise not issued and outstanding, immediately prior to the filing of these Restated Articles of Incorporation shall be cancelled and retired and cease to exist upon such filing.

FIFTH: (Check one box only)

- ☒ The corporation will have a board of directors.
- ☐ There will be no directors; the business of the Corporation will be managed by shareholders (13-C MRSA §743)

SIXTH: (For corporations with directors, each of the following provisions is optional – "X" only if applicable)

- ☐ The number of directors is limited as follows: not fewer than _____ nor more than _____ directors. (13-C MRSA §803)
- ☒ To the fullest extent permitted by 13-C MRSA §202.2.D., a director shall have no liability to the Corporation or its shareholders for money damages for an action taken or a failure to take an action as a director.
- ☒ Except as otherwise specified by contract or in its bylaws, the Corporation shall in all cases provide indemnification (including advances of expenses) to its directors and officers to the fullest extent permitted by law. (13-C MRSA §§202, 857 and 859)

SEVENTH: (Check only if applicable)

- ☐ The Corporation elects to have preemptive rights as defined in 13-C MRSA §641.

EIGHTH: (Check only if applicable)

- ☐ Additional provisions of these Articles of Incorporation are set forth in Exhibit _____ attached hereto and made a part hereof. (13-C MRSA §202)

*The professional corporation name must contain one of the following: "chartered," "professional corporation," "professional association" or "service corporation" or the abbreviation "P.C.," "P.A." or "S.C.". Examples of professional service corporations are accountants, attorneys, chiropractors, dentists, registered nurses and veterinarians. (This is not an inclusive list – see 13 MRSA §723.7.)

The execution of this certificate constitutes an oath or affirmation, under the penalties of false swearing under 17-A MRSA §453.

Please remit your payment made payable to the Maine Secretary of State

Submit completed form to: **Secretary of State**
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101
Telephone Inquiries: (207) 624-7752 Email Inquiries: CEC.Corporations@Maine.gov

Form No. MBCA-6-1 (2 of 2) Rev. 7/1/2008