

Division of Corporations

<https://ccfssl.dos.state.fl.us/scripts/efilecovr.exe>**F37706**

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000065471 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
Account Number : 076077002561
Phone : (305) 376-6023
Fax Number : (305) 376-6010

RECEIVED

00 DEC 15 PM 2:43

DIVISION OF CORPORATIONS

BASIC AMENDMENT**TWENTY-FIVE CORPORATION, INC.**

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 15 PM 4:55

FILED

Amended & Restated

Electronic Filing Menu

Corporate Filing

Public Access Help

*Art.
12/18/00 DC*

FAX AUDIT NO.: H00000065471

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
TWENTY-FIVE CORPORATION, INC.

The undersigned President and Secretary of **TWENTY-FIVE CORPORATION, INC.**, pursuant to Section 607.1007 of the Florida Business Corporation Act, hereby submit the following Restated and Amended Articles of Incorporation and in connection therewith certify as follows:

1. The name of this corporation is **TWENTY-FIVE CORPORATION, INC.**
2. The corporation was originally incorporated on June 22, 1981, under document number F37706
3. This Restatement and Amendment of the Articles of Incorporation was adopted, upon recommendation of the Board of Directors, by the Shareholders of the Corporation on December 6, 2000 by Special Meeting, at which a sufficient number of votes necessary for approval was received, and such Restatement and Amendment is intended to be effective as of December 6, 2000, pursuant to Section 607.1007 of the Florida Business Corporation Act.
4. The Articles of Incorporation of **TWENTY-FIVE CORPORATION, INC.** are hereby Restated and Amended as follows:

THIS DOCUMENT PREPARED BY:

Mark J. Schorr, Esq.
GUNSTER, YOAKLEY
& STEWART, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131-1897
Tel: (305) 376-6040

Florida Bar No.: 0710430

FAX AUDIT NO.: H00000065471

FILED
00 DEC 15 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H00000065471

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is "TWENTY-FIVE CORPORATION, INC."

ARTICLE II
DURATION AND EXISTENCE

The Corporation shall exist perpetually. The existence of the Corporation initially commenced on June 22, 1981.

ARTICLE III
NATURE OF BUSINESS AND PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be:

1300 S.E. 17th Street
Suite 210
Ft. Lauderdale, Florida 33316

The mailing address of the Corporation shall be:

1300 S.E. 17th Street
Suite 210
Ft. Lauderdale, Florida 33316

ARTICLE V
CAPITAL STOCK

- (a) Authorized Shares. The Corporation is authorized to issue and have outstanding at any one time is Fifty Thousand (50,000) shares of common stock, \$1.00 par value.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

FAX AUDIT NO.: H00000065471

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation is:

Andrew Martin

The street address of the registered office of the Corporation is:

1300 S.E. 17th Street
Suite 210
Ft. Lauderdale, Florida 33316

ARTICLE VII
DIRECTORS

At the time of this Restatement and Amendment, the Corporation has one (1) director. The number of directors may be either increased or decreased from time to time as specified in the bylaws but shall never be less than one. The names and addresses of the directors of the Corporation are:

Antonio Carbonell

1300 S.E. 17th Street
Suite 210
Ft. Lauderdale, Florida 33316

ARTICLE VIII
INDEMNIFICATION

(a) The Corporation shall indemnify to the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by the Corporation upon authorization of the Board of Directors), or other matters referred to in or covered by the provisions of said laws, including

FAX AUDIT NO.: H00000065471

advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings.

(b) The Corporation may indemnify to the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by the Corporation upon authorization of the Board of Directors), or other matters referred to in or covered by the provisions of said laws, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings.

(c) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VIII. Such expenses (including attorneys' fees) incurred by other employees and agents may also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(d) The rights to indemnification and to the advancement of expenses conferred in this Article VIII shall be deemed to constitute contract rights. If a claim under this Article VIII is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an Advancement of Expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense and cost (including attorneys' fees) of prosecuting or defending such suit. If any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) the Corporation shall have a full defense to such suit if upon final adjudication it is found that the indemnitee has not met the applicable standard for indemnification set forth in the Florida Business Corporation Act. Likewise, in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover its expenses and costs (including attorneys' fees) upon a final adjudication that the indemnitee has not met the applicable standard for indemnification set forth in the Florida Business Corporation Act. Neither the failure of the Corporation (including its Board of Directors, independent legal

FAX AUDIT NO.: H00000065471

counsel, or its stockholders) to have made a determination prior to the commencement of such suit that the indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard for indemnification, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met the applicable standard of conduct for indemnification, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses, pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, whether under this Article VIII, by statute, law, contract, or otherwise, shall be on the Corporation.

(e) The indemnification and advancement of expenses provided for herein shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled to under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person.

(f) Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article VIII may elect to have the right to indemnification (or advancement of expenses) interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, to the extent provided or authorized by law, or on the basis of the applicable law in effect at the time indemnification is sought.

(g) The rights to indemnification and to the reimbursement or advancement of expenses conferred in this Article VIII shall: (i) be deemed to constitute contract rights pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and the director or officer (notwithstanding the existence or non-existence of any separate written contract); (ii) be intended to be, and shall be, retroactive and shall be available with respect to events occurring prior to the adoption hereof; (iii) continue to exist after the rescission or restrictive modification or amendment hereof with respect to the events occurring prior thereto; and (iv) continue after any termination of position of employment, whether or not for cause, as to all claims made with respect to the period during which the claimant was an officer or director.

FAX AUDIT NO.: H00000065471

ARTICLE X
BYLAWS

The initial bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

The foregoing Restated and Amended Articles of Incorporation restate and amend, in accordance with Section 607.1007, the provisions of the Corporation's Articles of Incorporation.

TWENTY-FIVE CORPORATION, INC.

By: 

ANDREW MARTIN, Secretary

By: 

Antonio Carbonell, President

292943.1