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FROM: GREENBERG TRAURIG BOCA

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*Amended And Restated*  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NEPTUNE RESEARCH, INC.**

**FILED**  
10 AUG 19 PM 3:02  
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Christopher Lazzara, being the President of Neptune Research, Inc., a corporation duly organized under the Business Corporation Act of the State of Florida (the "Corporation"), hereby certifies that:

1. The name of the Corporation is Neptune Research, Inc.
2. The Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on October 5, 1982, effective September 30, 1982.
3. These Amended and Restated Articles of Incorporation (hereinafter, the "Restated Articles") restate, integrate and amend the provisions of the Corporation's Articles of Incorporation.
4. The terms and provisions of these Restated Articles were adopted and affirmatively approved by unanimous written consent of the members of the Board of Directors of the Corporation as of March 1, 2010.
5. The terms and provisions of these Restated Articles were affirmatively approved by the holders of all of the issued and outstanding shares of all capital stock of the Corporation as of March 1, 2010. The number of votes cast pursuant to such consent was sufficient for approval of the Restated Articles. The Restated Articles shall be effective upon filing with the Department of State of the State of Florida.
7. Pursuant to Sections 607.1003 and 607.1007 of the Business Corporation Act of the State of Florida, the text of the Articles of Incorporation of the Corporation, are hereby amended and restated to read in their entirety as follows:

**ARTICLE I - NAME**

The name of this Corporation shall be NEPTUNE RESEARCH, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The Corporation's mailing address and the address of the Corporation's principal office is 1346 S. Killian Drive, Lake Park, FL 33403.

**ARTICLE III - PURPOSE**

The purpose of this Corporation shall be to engage in any lawful activity or business for which corporations may be organized under the laws of the United States and the Business Corporation Act of the State of Florida.

#### **ARTICLE IV – CAPITAL STOCK**

The Corporation shall have the authority to issue up to 67,500 shares of \$.10 par value Class A Common Stock (the "Class A Common Stock"), and 32,500 shares of \$.10 par value Class B Common Stock (the "Class B Common Stock," and together with the Class A Common Stock, the "Common Stock"). A statement of the designations of each class and the powers, preferences and rights, and qualifications, limitations or restrictions thereof is as follows:

##### **A. Class A Common Stock**

(1) *Dividends.* The holders of the Class A Common Stock shall be entitled to receive, share for share with the holders of shares of Class B Common Stock, such dividends if, as and when declared from time to time by the Board of Directors. In the event that such dividend is paid in the form of shares of Common Stock, holders of Class A Common Stock shall receive Class A Common Stock and holders of Class B Common Stock shall receive Class B Common Stock.

(2) *Liquidation.* In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Class A Common Stock shall be entitled to receive, share for share with the holders of shares of Class B Common Stock, all the assets of the Corporation of whatever kind available for distribution to shareholders.

(3) *Voting.* Each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the shareholders of the Corporation.

##### **B. Class B Common Stock**

(1) *Dividends.* The holders of the Class B Common Stock shall be entitled to receive, share for share with the holders of shares of Class A Common Stock, such dividends if, as and when declared from time to time by the Board of Directors. In the event that such dividend is paid in the form of shares of Common Stock, holders of Class A Common Stock shall receive Class A Common Stock and holders of Class B Common Stock shall receive Class B Common Stock.

(2) *Liquidation.* In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Class B Common Stock shall be entitled to receive, share for share with the holders of shares of Class A Common Stock, all the assets of the Corporation of whatever kind available for distribution to shareholders.

(3) *Voting.* Holders of Class B Common Stock shall have no voting rights on matters requiring a vote of stockholders.

#### **ARTICLE V – AMENDMENTS TO BYLAWS**

The Board of Directors of this Corporation is expressly authorized to adopt, amend or repeal the Bylaws of this Corporation, or any provision thereof.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The registered office of the Corporation in the State of Florida is located at 1346 S. Killian Drive, Lake Park, FL 33403, County of Palm Beach. The name of the registered agent at such address is Richard J. Lazzara..

**ARTICLE VII - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE VIII - DIRECTORS**

The Corporation's Board 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. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

**ARTICLE IX - LIMITATION ON DIRECTOR LIABILITY**

The Corporation shall, to the fullest extent permitted by the laws of the State of Florida including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, have the power to indemnify any and all directors, officers and agents of the Corporation.

**ARTICLE X - AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI - CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation as of the 9 day of March, 2010.

  
\_\_\_\_\_  
Christopher Lazzara, President