

# 657972

PEP Equities Corp.

Requestor's Name

1432 Court St.

Address

Clearwater FL 33756-6147

City/State/Zip

Phone #

400002729954--0

-01/05/99--01023--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Amend to Revoke  
1-15-99  
BKS*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 14 AM 9:39

**FILED**



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 12, 1999

ROBERT MONTEMARANO  
1432 COURT STREET  
CLEARWATER, FL 33756

SUBJECT: AMERICARE INTERNATIONAL, INC.  
Ref. Number: G57972

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 14 AM 9:39

FILED

We have received your document for AMERICARE INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler  
Document Specialist

Letter Number: 399A00001349

*Doug,*  
*Please call me if there*  
*are any additional revisions*  
*needed here. Thanks*  
*R. Montemaro*  
*1-800-258-3806*

RECEIVED  
99 JAN 14 PM 2:48  
DIVISION OF CORPORATIONS

# **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF AMERICARE INTERNATIONAL, INC.**

## **ARTICLE I. - NAME AND PRINCIPAL OFFICE ADDRESS**

The name of the corporation is: Americare International, Inc., and the street address of the principal office of the corporation is 1432 Court Street, Clearwater, Florida 33756.

## **ARTICLE II. - PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

## **ARTICLE III. - CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is Twenty Million (20,000,000) shares of common stock having a par value of \$.001 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

## **ARTICLE IV. - DURATION**

The corporation shall have perpetual existence.

## **ARTICLE V. - REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent of the corporation and the address of the registered agent and registered office of the corporation shall be as follows:

### NAME

Robert Montemmarano  
Telephone: (727) 449-2243  
Fax: (727) 447-1659

### ADDRESS

1432 Court Street  
Clearwater, FL 33756

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE VI. – INDEMNIFICATION

The corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE VII. – BOARD OF DIRECTORS

The corporation shall have four (4) directors. The number of directors may be increased or decreased from time to time, however the number of directors shall not be less than three (3).

The following individuals have agreed to serve on the Board of Directors for the Corporation:

Dr. A. John Kalil  
4635 North 14<sup>th</sup> Street  
Arlington, VA 22207

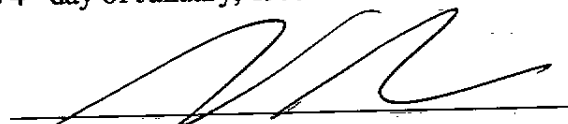
Mr. Robert Montemarano  
1432 Court Street  
Clearwater, FL 33756

Mr. John O’Ryan  
949 Spanish Oaks Boulevard  
Palm Harbor, FL 34683

Mr. Gerald Fathers  
11327 Canterbury Lane  
Largo, FL 33778

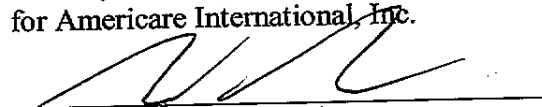
The undersigned hereby certifies that the sole directors of the corporation adopted these Amended and Restated Articles of Incorporation on the 4<sup>th</sup> day of January, 1999. No shareholder approval was required.

**In witness whereof**, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation as of the 4<sup>th</sup> day of January, 1999.

  
Robert Montemarano  
Director / Incorporator  
(727-449-2243)

Acceptance by Registered Agent:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for Americare International, Inc.

  
Robert Montemarano  
Registered Agent

Date

1/13/99