

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

ARMEN CO., INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS

*Amended & Restated
Articles
10-26-00
DC*

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ARMEN CO., INC.**

The Articles of Incorporation of Armen Co., Inc. (the "Corporation") are hereby amended and restated, pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA"), to read in their entirety as follows.

FIRST: The name of the Corporation is: ARMEN CO., INC.

SECOND: The Corporation is to have perpetual existence.

THIRD: The purpose for which the Corporation is formed is to conduct any lawful business, and said Corporation shall possess and have all the powers now and hereafter conferred by the laws of the State of Florida upon corporations organized thereunder.

FOURTH: The authorized capital stock of the Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value per Share	Stock
5,000	\$1.00	Class A Voting Common
2,500	\$1.00	Class B Non-Voting Common

The holders of the Class A Voting Common Stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in the Florida Business Corporation Act).

The Corporation may, at any time and from time to time, convert the shares of Class B Non-Voting Common Stock into Class A Voting Common Stock at the rate of one share of Class A Voting Common Stock for each share of Class B Non-Voting Common Stock. The Corporation shall at all times reserve for issuance such number of authorized and unissued shares of Class A Voting Common Stock as shall be sufficient for conversion of the then issued and outstanding Class B Non-Voting Common Stock. The Corporation shall deliver a certificate or certificates, as the case may be, for the shares of Class A Voting Common Stock as soon as practicable after surrender of the certificate or certificates representing the shares of Class B Non-Voting Common Stock being surrendered for conversion, but the person or persons to whom such certificate or certificates of Class A Voting Common Stock are issuable shall be considered the holder of record of such shares

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of Class A Voting Common Stock from the time the certificate or certificates representing the shares of Class B Non-Voting Common Stock are surrendered for conversion."

FIFTH: The street address of the principal office of the Corporation in Florida is 6700 N.W. 37th Court, Miami, Florida 33147, or at such other place within the State of Florida as the Board of Directors may from time to time determine.

SIXTH: The street address of the Corporation's registered office is: 799 Brickell Plaza, #702, Miami, Florida 33131-2704. The name of the Corporation's registered agent at that address is: Marvin W. Lewis, Esq.

SEVENTH: The Board of Directors of the Corporation shall consist of two (2) persons. The number of directors may be increased or decreased from time to time but shall never be less than one (1). The names and addresses of the members of the Board of Directors are:

George Davitian
6771 N.W. 37th Court
Miami, Florida 33147

Naomi Davitian
6771 N.W. 37th Court
Miami, Florida 33147

EIGHTH: The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

TENTH: These Restated Articles shall be effective immediately upon the filing of same with the Florida Department of State and shall supersede the original Articles of Incorporation as filed with the Florida Secretary of State's Office on March 6, 1984.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, have been duly adopted and declared advisable by the Board of Directors of the Corporation by joint written consent of the shareholders representing 100% of the outstanding shares of common stock of the Corporation entitled to vote (which was sufficient for approval) and the directors, in lieu of meeting, dated October 17, 2000.

ARMEN CO., INC.

ATTEST:


Naomi Davitian, Secretary

By:


George Davitian, President