

G93282

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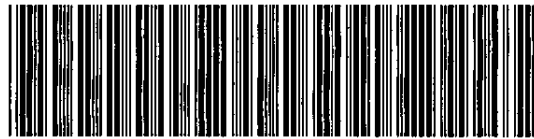
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

37837 Meridian Avenue, Suite 314
Dade City, FL 33525
(P.O. Box 2337, Dade City, FL 33526-2337)
Tax ID# 59-2985033

JAB&W
Johnson, Auvil, Brock & Wilson, P.A.
ATTORNEYS AT LAW

Telephone: 352.567.2500
General Fax: 352.567.6813
Real Estate Fax: 352.567.0457
Toll Free: 888.828.7522
www.dadecitylaw.com

April 13, 2007

VIA U.S. REGULAR MAIL

Florida Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Zeagle Systems, Inc.

To Whom It May Concern:

Enclosed, please find the Articles of Amendment for Zeagle Systems, Inc., along with this firm's check for \$35.00 representing your office's fee to process this request.

Should you have any questions, please feel free to contact this firm at the address indicated herein.

Very Truly Yours,

JOHNSON, AUVIL, BROCK & WILSON, P.A.

Sheada Madani

Sheada Madani

(Enclosures as Indicated)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Zeagle Systems, Inc.

DOCUMENT NUMBER: G93282

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sheada Madani, Esq.

(Name of Contact Person)

Johnson, Auvil, Brock and Wilson, P.A.

(Firm/ Company)

P.O. Box 2337

(Address)

Dade City, Florida 33526

(City/ State and Zip Code)

For further information concerning this matter, please call:

Sheada Madani

(Name of Contact Person)

at (352) 567-2500

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 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

**Articles of Amendment
to
Articles of Incorporation
of**

Zeagle Systems, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

G93282

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II- amended Article XII-added

Article III- amended Article XIII- added

Article IV- amended

Article V- amended

Article VI- amended

Article VII- amended

Article VIII- added

Article X- added

Article XI- added

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

ZEAGLE SYSTEMS, INC.

The undersigned hereby certify and acknowledge that these amended and restated Articles of Incorporation for Zeagle Systems, Inc., a corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 607, Florida Statutes, as amended (the "Acts") and originally filed with the Secretary of State on the 26th day of March, 1984, have been duly adopted by the Board of Directors as of February 1, 2007, and unanimously approved by the Shareholders as of February 1, 2007, (without member approval nor is member approval required). Any amendments included herein have been adopted pursuant to Florida Statutes Section 607.1007(1) and 607.1007(4), and there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the provisions of the Amended and Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

**ARTICLE I
NAME**

The name of this corporation is ZEAGLE SYSTEMS, INC., a Florida corporation (hereinafter called "Corporation" in these Articles).

**ARTICLE II
OFFICE AND REGISTERED AGENT**

The Corporation's registered agent is DENNIS BULIN. The Corporation's registered office and mailing address is 37150 Chancey Road, Zephyrhills, Florida 33541. Both this

Corporation's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III **PURPOSE AND POWERS**

Section 1. This Corporation is organized for the purpose of operating a business developing, designing, manufacturing, distributing and selling, wholesale and retail, quality sewn nylon products, diving equipment, accessories and allied products, and the doing of all other things necessary and incidental thereto, including, but not limited to, owning or leasing of real and personal property. This corporation is further organized for the purpose of transacting any or all lawful business. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Business Corporation Act, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida Business Corporation Act, without limitation, as in effect from time to time, and including but not limited to the following powers:

(a) To sell quality sewn nylon products, diving equipment, accessories and allied product of all types, and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(b) To act as broker, agent or factor for any person, firm or corporation.

(c) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(d) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate, or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

(g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

(h) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders or in the event of the death of any of its Shareholders. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of

directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

ARTICLE IV **CAPITAL STOCK AND DIVIDENDS**

The amount of Capital Stock authorized shall consist of one million (1,000,000) shares of common voting stock, each having a par value of one cent (.01¢) per share, payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The Capital Stock of the Corporation may be increased or decreased at any time as provided by the laws of Florida.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

ARTICLE V
MAJORITY VOTE REQUIRED FOR CERTAIN CORPORATE ACTION

The affirmative vote of fifty-one (51%) percent of the shares of the outstanding capital stock of the Corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the class of shares; or to merge or consolidate the Corporation with or into any other corporation, or sell, lease, exchange, convey, or encumber all or substantially all of the assets of the Corporation, or to voluntarily dissolve, liquidate, or wind up its affairs.

ARTICLE VI
AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901, Florida Statutes, expressly elects not to be covered by Section 607.0901, Florida Statutes, pertaining to Affiliated Transactions.

ARTICLE VII
INDEMNIFICATION

The Corporation shall have the authority to indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation in its Bylaws, pursuant to an agreement authorized by the Board of Directors, with such person, or otherwise as permitted under the Florida Business Corporation Act.

The Corporation, pursuant to Section 607.0850 Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or as provided in the Bylaws, or (ii) in situations where indemnification is mandatory under Section 607.0850 Florida Statutes, or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section

607.0850 Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.0850.

ARTICLE VIII **BOARD OF DIRECTORS**

This Corporation shall have one (1) Director. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however, there shall never be less than one (1). The names and addresses of the Director of this Corporation is:

DENNIS BULIN
37150 CHANCEY ROAD
ZEPHYRHILLS, FL 33541

ARTICLE X **DURATION**

This corporation exists perpetually.

ARTICLE XI **AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida Business Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Amended and Restated Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII **PROVISIONS FOR REGULATION OF THE** **INTERNAL AFFAIRS OF THE CORPORATION**

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporator, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law, or otherwise provided herein.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or

officers of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.

(j) The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders' meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

ARTICLE XIII **INCORPORATOR**

The names and residences of the original incorporators are:

DENNIS G. BULIN
2647 GARDENIA DRIVE
LAND O' LAKES, FL

AUDRA BAILEY BULIN (DECEASED)
2647 GARDENIA DRIVE
LAND O' LAKES, FL

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole surviving incorporator of this Corporation, has executed these Amended and Restated Articles of Incorporation for Zeagle Systems, Inc., effective as of this 1st day of February, 2007.

DENNIS G. BULIN

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this ____ day of _____, 2007, by DENNIS G. BULIN, as PRESIDENT AND DIRECTOR, of ZEAGLE SYSTEMS, INC., on behalf of said corporation, and who acknowledged before me that the execution thereof is his free act and deed. He () is personally known to me or () has produced a driver's license as identification.

My Commission Expiration
and Commission Number:

Print Name _____
NOTARY PUBLIC - STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

ZEAGLE SYSTEMS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
THE CITY ZEPHYRHILLS, STATE OF FLORIDA, HAS NAMED DENNIS G. BULIN,
LOCATED AT 37150 CHANCEY ROAD, ZEPHYRHILLS, STATE OF FLORIDA, 33541, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

DENNIS G. BULIN

TITLE:

PRESIDENT / DIRECTOR

DATE:

_____, 2007

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN
SECTION 607.325, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF
MY DUTIES.

SIGNATURE OF
REGISTERED AGENT:

DENNIS G. BULIN

DATE:

_____, 2007

37537 Meridian Avenue, Suite 314
Dade City, FL 33525
(P.O. Box 2337, Dade City FL 33526-2337)
Tax ID# 59-2995033

JAB&W
Johnson, Auvil, Brock & Wilson, P.A.
ATTORNEYS AT LAW

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General Fax: 352.567.6819
Real Estate Fax: 352.667.0457
Toll Free: 888.628.7622
www.dadecitylaw.com

TELECOPIER TRANSMITTAL

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THIS MESSAGE TO THE INTENDED RECIPIENT YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

To: Florida Division of Corporations
Attn: Silvia Gilbert

Fax Number: (850) 245-6897

From: Sheada Madani, Esquire

Date: April 26, 2007

Re: Amended and Restated Articles of Incorporation for Zeagle Systems, Inc.

Pages Included: 13 (including cover sheet)

Message: Please see correspondence below regarding the above-referenced matter

Please feel free to give me a call if you have any questions -- THANK YOU!

- ☒ This is the only copy of the correspondence sent by this firm
- ☐ This correspondence is also being sent via U.S. Regular Mail
- ☐ This correspondence is also being sent via U.S. Certified Mail

If difficulty is experienced with this transmission please contact this office at: (352) 567-2500

The date of each amendment(s) adoption: 2-1-2007

Effective date if applicable: 2-1-2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Dennis Bullin

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35