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Amended & Restated cert.

12/19

LAW OFFICES
IVAN A. GOMEZ, P.A.

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
TELECOPIER (305) 358-4658

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

December 9, 2005

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: DEANGELO MARINE EXHAUST, INC.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Amended & Restated Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of \$43.75 is enclosed for the following fees:

Filing fee	\$35.00
Certified Copy	\$ 8.75

Please file the original of the enclosed Amended & Restated Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a self addresses stamp envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,



Ivan A. Gomez

IAG/yr
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Enclosures

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEANGELO MARINE EXHAUST, INC.
a Florida Corporation**

The undersigned, officer of DEANGELO MARINE EXHAUST, INC., a Florida corporation ("Corporation"), pursuant to Section 607.1006 and 607.1007 of the Florida Statutes, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation:

**ARTICLE I
NAME**

The name of the Corporation is DEANGELO MARINE EXHAUST, INC.

**ARTICLE II
OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at 3330 Southwest 2nd Avenue, Fort Lauderdale, Florida 33315, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131 and the name of the Registered Agent of the Corporation at that address is IAG CORPORATE SERVICES, INC.

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have one (1) director to hold office until the next annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the sole director of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert Montes	3330 Southwest 2nd Avenue Fort Lauderdale, Florida 33315

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators to these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert Montes	3330 Southwest 2nd Avenue Fort Lauderdale, Florida 33315

ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation was adopted by all of the Directors and all of the Shareholders of the Corporation eligible to vote by a Written Consent signed by them on November 10, 2005, manifesting their intention that these Amended and Restated Articles of Incorporation be adopted, pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 10 day of November, 2005.

DEANGELO MARINE EXHAUST, INC.

By: Robert Montes
Robert Montes, President

(CORPORATE SEAL)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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The undersigned hereby accepts the appointment as the Registered Agent of DEANGELO MARINE EXHAUST, INC., as made in the foregoing Amended and Restated Articles of Incorporation.

LAG CORPORATE SERVICES, INC.

Date:

12/8/05

By:

[Signature]

Ivan A. Gomez, President