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Division of Corporations

Page 1 of 1

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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SYSTEMS DESIGN & DEVELOPMENT, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	03
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

SYSTEMS DESIGN & DEVELOPMENT, INC.

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act ("FBCA"), SYSTEMS DESIGN & DEVELOPMENT, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

FIRST: The name of this Corporation is Systems Design & Development, Inc., and the original Articles of Incorporation of the Corporation were filed on April 13, 1987.

SECOND: The following amendment and restatement was approved by the Corporation's Board of Directors and one-hundred percent (100%) of the shareholders by written consent dated as of July 29, 2014. The number of votes cast by the shareholders was sufficient for approval pursuant to the FBCA.

THIRD: Pursuant to Sections 607.1006 and 607.1007 of the FBCA, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

ARTICLE I: NAME

The name of the Corporation is Systems Design & Development, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 800 NW 17th Avenue #A, Delray Beach, FL 33445.

ARTICLE III: PURPOSE

The purpose for which the Corporation is organized is any and all lawful business allowed under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Ten Million (10,000,000) shares of Common Stock having a par value of (\$0.001) per share.

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ARTICLE V: LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VI: INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

* * *

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I, **Ronald J. Tarro**, Chief Executive Officer and President of Systems Design & Development, Inc., for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Florida Business Corporation Act, do hereby make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts therein stated are true, and accordingly hereunto set my hand this 29th day of July, 2014.

SYSTEMS DESIGN & DEVELOPMENT, INC.By: 

Ronald J. Tarro

Chief Executive Officer and President

[Amended & Restated Articles of Incorporation]

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