

K55858

(Requestor's Name)

Sophia Castro
Ricky J. Weiss, P.A.
5501 University Drive, #103
Coral Springs, FL 33067

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 5, 2007

SOPHIA C. CASTRO
5501 UNIVERSITY DRIVE #103
CORAL SPRINGS, FL 33067

SUBJECT: BOCA BEARING COMPANY
Ref. Number: K55858

Just had
wording
adopted on 'dated' which a
meeting was held
By who?

We have received your document for BOCA BEARING COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 807A00068646

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BOCA BEARING COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is BOCA BEARING COMPANY, a Florida corporation.

ARTICLE II
DURATION

This corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Laws of the State of Florida, including a nursery and private school business.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others

ARTICLE V
PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT

The street address of the principal office and registered office of this corporation is:

Principal Office:

BOCA BEARING COMPANY
755 NW 17TH AVE., # 107
DELRAY BEACH FL 33445

The name and address of the registered agent:

ALLEN R. BAUM
BOCA BEARING COMPANY
755 NW 17TH AVE., # 107
DELRAY BEACH FL 33445

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have one (1) Director. The number of Directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The names and street addresses of the Board of Directors of this corporation is as follows:

ALLEN R. BAUM 755 NW 17TH Avenue., # 107
Delray Beach FL 33445

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the fullest extent provided by law.

ARTICLE VI
AMENDMENT

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

ARTICLE VI
DATE OF ADOPTION

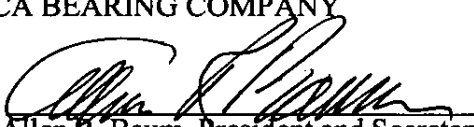
These Amended and Restated Articles of Incorporation were adopted and approved on the 2 day of November, 2007.

ARTICLE VI
EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

DATED this 2 day of November, 2007.

BOCA BEARING COMPANY

By: 

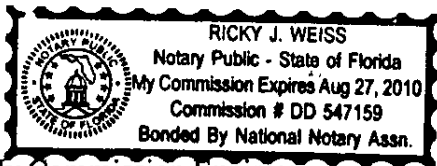
Allen R. Baum, President and Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

)
)SS:
)

The foregoing instrument was acknowledged before me this 2 day of November, 2007, by Allen R. Baum, as President and Secretary of BOCA BEARING COMPANY, a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced _____ as identification. _____



My Commission Expires:


Notary Public, State of Florida

Type/Print/or Stamp Name of Notary Public

BOCA BEARING COMPANY
ACTION BY BOARD OF DIRECTORS AND SHAREHOLDERS
IN LIEU OF SPECIAL MEETING

On the 2 day of November, 2007, the entire Board of Directors and all Shareholders of **BOCA BEARING COMPANY**, (the "Corporation") adopted the following Resolutions, without a meeting, in accordance with the Bylaws of the Corporation and the appropriate provisions of the laws of the State of Florida:

RESOLVED, by the Board of Directors and Shareholders of BOCA BEARING COMPANY that:

1. Election of Directors. The following individual is hereby elected to serve as Director for the ensuing year or until his successors are duly elected and qualified:

ALLEN R. BAUM

2. Election of Officers. The following individual is hereby elected to the office set forth opposite his name, to serve until their successor is duly elected and seated:

a.	ALLEN R. BAUM	--	President
b.	ALLEN R. BAUM	-	Secretary/Treasurer

3. Authorization of Additional Stock. The Shareholders and the Board of Directors of the Corporation resolve that the Corporation be authorized to issue ten thousand (10,000) shares of stock rather than merely one hundred (100) shares.

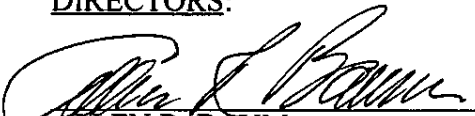
4. Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit "A" are hereby adopted and approved by the Shareholders and the Board of Directors.

5. Ratification of Prior Acts. That minutes may not have been prepared to document all of the business of the Corporation which has transpired since July 1, 2007. The Shareholders, Officers and Directors hereby ratify and approve any and all actions since that date by the Shareholders, Officers and Directors on behalf of the Corporation.

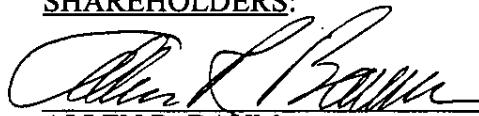
As required by Florida Statutes Sections 607.0704(1) and 607.0821(1) the Shareholders and Directors will cause this written Action by Board of Directors and Shareholders in Lieu of Meeting to be delivered to the Corporation's secretary within 60 days after the date set forth above.

DATED: November 2, 2007.

DIRECTORS:


ALLEN R. BAUM

SHAREHOLDERS:


ALLEN R. BAUM