

L94274

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CAPSTONE INTERNATIONAL, INC.**

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Amended & Restated

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CAPSTONE INTERNATIONAL, INC.

1. The name of the corporation is "Capstone International, Inc." (the "Corporation").
2. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on August 20, 1990, under Document Number L94274.
3. The provisions of the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in this instrument, which is entitled Amended and Restated Articles of Incorporation of Capstone International, Inc.
4. On the 28th day of June, 2010, in accordance with Section 607.1003 of the Florida Business Corporation Act, the Board of Directors of the Corporation duly adopted the following resolutions:

RESOLVED, that pursuant to the authority conferred upon the Board of Directors by Section 607.1003 of the Florida Business Corporation Act, the Board of Directors hereby recommends to the shareholders of the Corporation for their approval that the Articles of Incorporation of the Corporation be amended and restated in its entirety to read in the form attached hereto as Exhibit A; and

FURTHER RESOLVED, that the amended and restated Articles of Incorporation of the Corporation attached hereto as Exhibit A (the "Amended and Restated Articles of Incorporation") is hereby submitted to the shareholders of the Corporation for their approval and upon such approval the appropriate officers of the Corporation be, and hereby are, authorized and directed to prepare and to file the Amended and Restated Articles of Incorporation with the Florida Department of State.

5. Exhibit A hereto constitutes the Amended and Restated Articles of Incorporation referred to in the foregoing resolutions.

6. On the 28th day of June, 2010, in accordance with Section 607.1006 of the Florida Business Corporation Act, the shareholders of the Corporation, acting through the written consent of a majority of the holders of the voting capital stock of the Corporation, unanimously duly adopted and approved the below Amended and Restated Articles of Incorporation of the Corporation which represents a number of votes cast in favor which is sufficient for adoption and approval of the Amended and Restated Articles of Incorporation of the Corporation.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Articles of Incorporation on June 28, 2010.

CAPSTONE INTERNATIONAL, INC.,
a Florida corporation

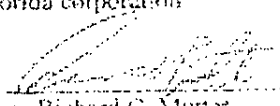
By: 
Name: Richard C. Mutter
Title: President

EXHIBIT A
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CAPSTONE INTERNATIONAL, INC.

The provisions of the Articles of Incorporation of Capstone International, Inc. are hereby amended and restated in their entirety to read as set forth below:

ARTICLE I
CORPORATE NAME

The name of this Corporation is Capstone International, Inc.

ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The current principal office and mailing address of the Corporation is 100 Second Avenue South, Suite 304N in the City of Saint Petersburg, County of Pinellas, State of Florida.

The street address of the current registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the current registered agent of the Corporation at such address is Corporation Service Company.

ARTICLE III
PURPOSE AND POWERS

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act"). The Corporation shall have all of the corporate powers enumerated in the Act.

ARTICLE IV
CAPITAL STOCK

(a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 200 shares of common stock, no par value per share ("Common Stock"). Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy, on any matter on which action of the shareholders of the Corporation is sought.

(b) The shareholders shall have no preemptive rights to acquire unissued shares of Common Stock.

(c) Capital stock issued by the Corporation after the amount of the subscription price therefor has been paid in full shall not be subject to pay debts of the Corporation, and no capital stock issued by the Corporation and for which payment has been made shall ever be assessable or assessed.

ARTICLE V
TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI
BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be governed by a Board of Directors of not more than fifteen (15) persons nor less than one (1) person, as determined from time to time by vote of a majority of the Board of Directors of the Corporation; provided, however, that the number of directors shall not be reduced so as to reduce the term of any director at the time in office. The name and address of the current members of the Board of Directors are:

1. Richard C. Mutter
3741 Tangier Terrace
Sarasota, FL 34239
2. Anne H. M. Zamitalo
425 17th Ave. NE
St. Petersburg, FL 33704

(b) Any vacancies in the Board of Directors for any reason, and any directorships resulting from any increase in the number of directors, may be filled by the Board of Directors, acting by a majority of the directors then in office, although less than a quorum, and any directors so chosen shall hold office until their successors shall be elected and qualified, or until prior resignation or removal.

ARTICLE VII
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section. The Corporation shall advance expenses to the fullest extent permitted by said section. Such right to indemnification and advancement of expenses shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise.

ARTICLE VIII
EXCULPATION

To the fullest extent that the Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director

or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (a) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (d) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (e) for any transaction from which the director or officer derived an improper personal benefit. Neither the amendment or repeal of this Article VIII, nor the adoption of any provision of this Amended and Restated Articles of Incorporation of the Corporation inconsistent with this Article VIII, shall adversely affect any right or protection of a director or officer of the Corporation existing at the time of such amendment or repeal.

ARTICLE IX
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Act, as amended from time to time, relating to control share acquisitions.

REGISTERED AGENT ACCEPTANCE
as required in Section 607.0501(3) of the Florida Business Corporation Act

Having been named as the registered agent to accept service of process for Capstone International, Inc. at 1201 Hays Street, Tallahassee, Florida 32301, I am familiar with and accept the appointment as registered agent and the obligations provided for in Section 607.0505 of the Florida Business Corporation Act, and agree to act in this capacity.

CORPORATION SERVICE COMPANY

Dated: 06-29-10

By: Carina L. Dunlap

Name:

Title:

Carina L. Dunlap
Asst. Vice President