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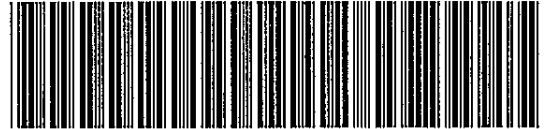
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



OCT 11 2005

*Amen
estate*



Elaine M. Bucher ^{1,4}
Alyssa R. Feder ⁵
David Pratt ^{1,2,3,5,6,7}
Jennifer E. Zakin ⁵

2255 Glades Road, Suite 125A
Boca Raton, Florida 33431
Telephone: 561.862.0480
Facsimile: 561.862.0485

Of Counsel
Scott M. Solkoff ⁸

1 Board Certified - Wills, Trusts and Estates
2 Board Certified - Taxation
3 Also Admitted in New York
4 Also Admitted in New Jersey and Pennsylvania
5 Masters Of Law in Taxation
6 Certified Public Accountant (New York)
7 Fellow, American College of Trust and Estate Counsel
8 Board Certified - Elder Law

Other Offices Located In
Boynton Beach: 561.736.7170
West Palm Beach: 561.835.1430
www.fl-estatelaw.com

Reply To: Jennifer E. Zakin, Esq.
561.862.0480, Ext: 238
jzakin@fl-estatelaw.com

September 12, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: AMERICAN PAVERS MANUFACTURING, INC.
Our File No.: 12795.30

Dear Sir or Madam:

Enclosed please find the following original documents for filing pertaining to American Pavers Manufacturing, Inc.:

1. Plan of Corporate Recapitalization, including Exhibit A (Amended Articles of Incorporation) and Exhibit B (Amended and Restated By-Laws); and
2. Certificate Designating Place of Business or Domicile for the Service of Process.

Please file the above referenced documents and return confirmation of filing to us at your earliest convenience. We have enclosed a check payable to Department of State, in the amount of \$70.00, which represents the fee for filing the aforementioned documents.

Department of State, Division of Corporations
September 12, 2005
Page 2

If you have any questions, please do not hesitate to contact me.

Yours truly,

PRATT & BUCHER LLP

By: Jennifer E. Zakin/dc
(Jennifer E. Zakin, Esq.)

JZ/dc
Enclosures

cc: Mr. and Mrs. Joseph Brito (w/o enclosures)
David Pratt, Esq. (w/o enclosures)

G:\13107.30\Filing Corp Docs for Recapitalization.wpd



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 27, 2005

PRATT & BUCHER LLP
2255 GLADES RD STE 125A
BOCA RATON, FL 33431

SUBJECT: AMERICAN PAVERS MANUFACTURING, INC.
Ref. Number: M16008

We have received your document for AMERICAN PAVERS MANUFACTURING, INC. and your check(s) totaling \$70.00. 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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 405A00058840

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

AMERICAN PAVERS MANUFACTURING, INC.

FILED
05 OCT -4 PM 12:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Florida law, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is AMERICAN PAVERS MANUFACTURING, INC. (the "Corporation").

**ARTICLE II
Duration**

The Corporation shall have a perpetual existence, unless dissolved according to law.

**ARTICLE III
Purpose**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended and in force from time to time.

**ARTICLE IV
Capital Stock**

The Corporation is authorized to issue five hundred (500) shares of one dollar (\$1.00) par value common stock which shall be designated "Common Voting Shares;" and five thousand (5,000) shares of one dollar (\$1.00) par value common stock which shall be designated "Common Non-Voting Shares." The Common Voting Shares and Common Non-Voting Shares shall be entitled in all respects to equal rights and privileges except that each share of Common Voting Shares shall be

entitled to one (1) vote and each share of Common Non-Voting Shares shall be Non-Voting stock.

ARTICLE V

Principal Office; Registered Office and Agent

The street address of the initial principal office and registered office of the Corporation is 1251 NE 48th Street, Pompano Beach, Florida 33064, and the name of the registered agent of the Corporation at that address is JOSEPH S. BRITO.

ARTICLE VI

Initial Board of Directors

The Corporation shall initially have two (2) directors. 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 addresses of the initial directors of the Corporation are:

JOSEPH S. BRITO
1251 NE 48th Street
Pompano Beach, Florida 33064

MICHAEL BRITO
1251 NE 48th Street
Pompano Beach, Florida 33064

These Amended and Restated Articles of Incorporation were adopted on the 11 day of August, 2005 and shall become effective immediately upon filing with the Department of State of Florida.

[THE BALANCE OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 11 day of August, 2005.

ATTEST:
C. Denise Goff

[Signature]
JOSEPH S. BRITO, President

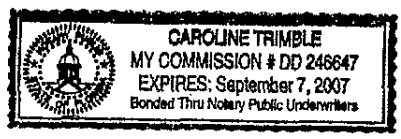
Print Name: C. Denise Goff

STATE OF FLORIDA:)
)SS:
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 11 day of August, 2005, by JOSEPH S. BRITO, as President of AMERICAN PAVERS MANUFACTURING, INC., a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced personally known as identification.

[Signature]
Notary Public, State of Florida

My Commission Expires:



G:\13107.30\amended and restated articles.INC

PLAN OF CORPORATE RECAPITALIZATION

This Plan of Corporate Recapitalization ("Plan") made this 11th day of August, 2005, by the Directors and Shareholder of AMERICAN PAVERS MANUFACTURING, INC., a Florida corporation (hereinafter referred to as the "Corporation").

WITNESSETH:

WHEREAS, the Corporation is duly organized and existing under the laws of the State of Florida and incorporated on May 30, 1985.

WHEREAS, the Corporation has the authorized and issued and outstanding capital structure set forth below:

<u>Authorized Stock</u>	<u>Issued and Outstanding Stock</u>
500 Shares	500 Shares

WHEREAS, the Board of Directors of the Corporation deems it advisable for the general welfare and advantage of the Corporation and its Shareholder that the Corporation recapitalize pursuant to this Plan, and pursuant to the applicable provisions of the laws of the State of Florida and in compliance with the applicable provisions of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and of the mutual promises, agreements, covenants and grants hereinafter contained, the parties hereby agree as follows:

ARTICLE I

Recapitalization

1.01 Recapitalization. On the Effective Date, as defined in Section 4.02, the outstanding stock of the Corporation shall be exchanged for Common Voting Shares and Common Non-Voting Shares in accordance with Article III hereof.

ARTICLE II

Articles of Incorporation By-Laws, Directors and Officers

2.01 Articles of Incorporation. The Articles of Incorporation of the Corporation, as in effect on the date hereof, shall on and after the Effective Date be amended in accordance with the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

2.02 By-Laws. The By-Laws of the Corporation as in effect on the date hereof, shall, on and after the Effective Date, be amended in accordance with the written action attached hereto as Exhibit

B.

2.03 Directors. The Directors of the Corporation on and as of the Effective Date shall continue to be the Directors of the Corporation until their successors shall have been elected in accordance with the By-Laws of the Corporation and shall have duly qualified.

2.04 Officers. The officers of the Corporation on and as of the Effective Date shall continue to be the officers of the Corporation until their successors shall have been elected or appointed in accordance with the By-Laws of the Corporation and shall have duly qualified.

2.05 Vacancies. If on the Effective Date a vacancy shall exist in the Board of Directors or in any of the offices of the Corporation by reason of death or inability to act or for any other reason, such vacancy shall be filled in the manner provided for in the By-Laws of the Corporation.

ARTICLE III

Manner of Converting Shares

The manner and basis of converting the shares of the Corporation upon consummation of this recapitalization transaction shall be as follows:

3.01 Exchange of Shares.

On the Effective Date, each share of common stock of the Corporation, then issued and outstanding and all rights in respect thereof shall, be exchanged for one (1) share of Common Voting Shares and ten (10) shares of Common Non-Voting Shares.

ARTICLE IV

Approval and Effective Date

4.01 Approval of Shareholders. Upon execution by the requisite number of the Shareholders of the Corporation as provided by the laws of the State of Florida and its certificate of incorporation, this Plan shall be deemed approved.

4.02 Effective Date. This Plan shall become effective upon the filing of the Amended and Restated Articles of Incorporation with the Department of State for the State of Florida.

ARTICLE V

Expenses

All expenses incurred by or on behalf of the parties hereto in connection with the authorization, preparation and consummation of this Plan, including without limitation, all fees and expenses of agents, representatives, counsel and accountants employed by the parties hereto in connection with the authorization, preparation, execution and consummation of this Plan shall be borne by the Corporation.

ARTICLE VI

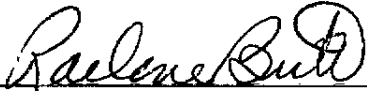
General Provisions

6.01 Amendment. The parties hereto may, by written agreement, amend this Plan of Corporate Recapitalization.

6.02 Counterparts. This Plan of Corporate Recapitalization may be executed simultaneously or otherwise in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.



IN WITNESS WHEREOF, the Shareholder and Directors have caused this Plan of Corporate Recapitalization to be executed all as of the day and year first above written.

SHAREHOLDER:



RAELENE K. BRITO

DIRECTORS:

JOSEPH S. BRITO

MICHAEL BRITO

**JOINT WRITTEN ACTION
OF
SHAREHOLDER AND DIRECTORS
OF
AMERICAN PAVERS MANUFACTURING, INC.**

The undersigned, being the Shareholder and Directors of AMERICAN PAVERS MANUFACTURING, INC., a Florida corporation (the "Corporation"), hereby take the following written actions in lieu of holding a meeting regarding same, all pursuant to the terms of the Florida Statutes:

BE IT RESOLVED:

1. That the following individuals are hereby elected to serve as Directors for the ensuing year or until their successors are duly elected and qualified:

JOSEPH S. BRITO
MICHAEL BRITO

2. That the following individuals are hereby elected to the offices set forth opposite their names, to serve until their successors are duly elected and seated:

JOSEPH S. BRITO - President and Treasurer
MICHAEL BRITO - Vice President and Secretary

3. That the prior transactions and agreements (whether oral or written) of the Corporation and the actions and inactions of the Corporation's Officers are hereby approved and ratified by the Board of Directors.

DATED: 8/11, 2005.

DIRECTORS:



JOSEPH S. BRITO



MICHAEL BRITO

SHAREHOLDER:



RAELENE K. BRITO