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*Amended And
Restated Art*

FILED
12 DEC 26 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 08 2013
T ROBERTS

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
WWW.IAGPATAXLAW.COM
E-MAIL: IAGPA@BELLSOUTH.NET

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

December 21, 2012

FEDERAL EXPRESS NO. 8017 4711 6730

Corporate Records Bureau
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: New York Properties Mart, Inc.
Document No.: M51793

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Amended and 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 and 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 Federal Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,



Ivan A. Gomez

IAG/al
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Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF NEW YORK PROPERTIES MART, INC.
a Florida Corporation**

FILED
12 DEC 26 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, officer of NEW YORK PROPERTIES MART, 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 NEW YORK PROPERTIES MART, INC.

ARTICLE II
OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 2700-2730 Collins Avenue, Miami, Florida 33140, and the mailing address of the Corporation is 7905 East Drive, Apartment 7A, North Bay Village, Florida 33141.

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

This Corporation shall be authorized to issue Voting Common Stock and Non-Voting Common Stock. Said stock shall be identical in all respects except that shareholders owning Non-Voting Common Stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such stock are as follows:

| | <u>PAR VALUE</u> | <u>AUTHORIZED ISSUE</u> |
|-------------------------|------------------|-------------------------|
| Voting Common Stock | \$.01 per share | 10,000 shares |
| Non-Voting Common Stock | \$.01 per share | 100,000 shares |

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 their successors shall have been duly elected and qualified, or until their 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 name and address of the sole director of the Corporation is:

Name

Address

Mercedes Rancano

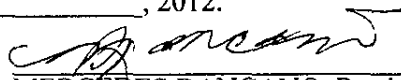
10101 Collins Avenue
Apartment 5B
Bal Harbour, Florida 33154

ARTICLE VII
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 December 21, 2012, 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 21 day of December, 2012.



MERCEDES RANCANO, President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of NEW YORK PROPERTIES MART, INC., as made in the foregoing Amended and Restated Articles of Incorporation.

IAG CORPORATE SERVICES, INC.

Date: 12/21/12

By: IA, Pres.
Ivan A. Gomez, President