

CORP
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P00000004718

CONTACT: CINDY HICKS

DATE: 6-12-00

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REF. #: 0150-12093

CORP. NAME: New Residences, Com, Inc

☐ ARTICLES OF INCORPORATION

☒ ARTICLES OF AMENDMENT

☐ ARTICLES OF DISSOLUTION

☐ ANNUAL REPORT

☐ TRADEMARK/SERVICE MARK

☐ FICTITIOUS NAME

☐ FOREIGN QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ MERGER

☐ WITHDRAWAL

☐ CERTIFICATE OF CANCELLATION ☐ UCC-1

☐ UCC-3

☐ OTHER:

FILED
JUN 12 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 7991

FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

RECEIVED
JUN 12 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

☐ PLAIN STAMPED COPY

☐ CERTIFICATE OF STATUS

Amend, Restated NC.

Examiner's Initials

JUN 12 2000

CC.

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEW RESIDENCES.COM, INC.**

**FILED
00 JUN 12 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

New Residences.com, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation shall be changed effective as of the date hereof from New Residences.com, Inc. to NewResidences.com, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted and approved on May 31, 2000 by the Corporation's Board of Directors and the sole shareholder of the Corporation pursuant to a written consent, the number of votes cast being sufficient for approval, effective as of May 31, 2000, in the manner prescribed by Section 607.1003 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of May 31, 2000.

New Residences.com, Inc.

By: Mindy Pordes
Mindy Pordes, President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEW RESIDENCES.COM, INC.

The original Articles of Incorporation were filed with the Secretary of State on January 12, 2000. The undersigned, subscribers to these Amended and Restated Articles of Incorporation (the "Articles") are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of this corporation is NewResidences.com, Inc.

ARTICLE II
NAME OF CORPORATION

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III
CAPITAL STOCK

The capital stock of this Corporation shall consist of Ten Million Shares (10,000,000) of common stock with a value of \$.01 par value per share and One Million Shares (1,000,000) of preferred stock with a value of \$.01 par value per share.

ARTICLE IV
COMMON STOCK

Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

ARTICLE V
PREFERRED STOCK

The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(i) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(ii) the number of shares to constitute the class or series and the designations thereof;

(iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(iv) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(v) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(vi) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE VI

INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VII
TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

ARTICLE VIII
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 3640 Yacht Club Dr., #709, Aventura, Florida 33180, or such other place of business as may be determined and fixed by the Board of Directors from time to time.

ARTICLE IX
REGISTERED AGENT

The Registered Agent of this Corporation shall be Ernesto Gustavo Farfan, whose mailing address is 3640 Yacht Club Dr., #709, Aventura, Florida 33180.

ARTICLE X
DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Board of Directors is three (3), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Ernesto Gustavo Farfan	3640 Yacht Club Dr. #709 Aventura, Florida 33180
Erick Farfan	3640 Yacht Club Dr. #709 Aventura, Florida 33180
Mindy Pordes	3640 Yacht Club Dr. #709 Aventura, Florida 33180

ARTICLE XI
SUBSCRIBERS

The name and address of each subscriber to the capital stock of this Corporation, and the number of shares of stock each agrees to purchase are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Mindy Pordes	3640 Yacht Club Dr. #709 Aventura, Florida 33180	100

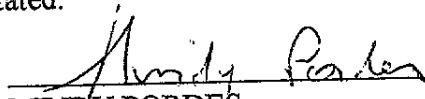
ARTICLE XII
CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

ARTICLE XIII
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes herein stated.



MINDY PORDES

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First — That NewResidences.com, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, 3640 Yacht Club Dr., #709, Aventura, Florida 33180, has named Ernesto Gustavo Farfan, located at 3640 Yacht Club Dr., #709, Aventura, Florida 33180, as its agent to accept service of process within the state of Florida.

Acknowledgment:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

NewResidences.com, Inc.

By: _____

Ernesto Gustavo Farfan
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, this day personally appeared the above within named MINDY PORDES, known by me to be the person who executed the foregoing Articles of Incorporation of NewResidences.com, Inc., who acknowledged before me, according to Law, that she made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State last aforesaid, this 8th day of JUNE, 2000.

Lenize Mohor
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

05/02/2003

