

P00000027670

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000027172 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : GREENSPOON MARDER HIRSCHFELD RAKIN ROSS & BERGER, P.A.  
Account Number : 076064003722  
Phone : (954) 491-1120  
Fax Number : (954) 771-9264

BASIC AMENDMENT

LINKENA AMERICA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

RECEIVED  
02 FEB -5 AM 11:48  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 FEB -5 PM 4:12

Amended & Restated  
Art.

02/05/02 DC

February 5, 2002

LINKENA AMERICA, INC.  
3020 N. MILITARY TRAIL  
SUITE 275  
BOCA RATON, FL 33431

SUBJECT: LINKENA AMERICA, INC.  
REF: P00000027670

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The fax audit number, shown on pages 2 & 3 of the document, are incorrect.

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) 245-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H02000027172  
Letter Number: 802A00006971

FEB. 5.2002 11:37AM

NO. 035 P. 2/7  
Audit No. H020000271724

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LINKENA AMERICA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 FEB -5 PM 4:12

(Pursuant to Sections 607.1007, 607.0120 and 607.0202 of the Florida General Corporation Act, it being acknowledged that any amendments included herein have been adopted pursuant to Section 607.1006, F.S., and there is no discrepancy between the corporation's articles of incorporation as theretofore amended and the provisions of the restated articles of incorporation other than the inclusion of the amendments set forth herein and the omission of matters of historical interest.)

I, the undersigned, Herbert Goertz, the President and Treasurer of Linkena America, Inc., a corporation organized and existing under and by virtue of the provisions of the Florida General Corporation Act (the "Corporation"), the Articles of Incorporation of which was duly filed by the Department of State of the State of Florida on March 17, 2000, (referred to herein as the "Original Articles"), DOES HEREBY CERTIFY:

I. That the Amended and Restated Certificate of Incorporation of the Corporation shall read as follows:

**ARTICLE I - NAME**

The name of this Corporation is Linkena America, Inc.

**ARTICLE II - NATURE OF BUSINESS**

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

**ARTICLE III - CAPITAL STOCK**

1. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, par value One Dollar (\$1.00) per share.

**ARTICLE IV - TERM**

This Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE V - ADDRESS**

The street address of the principal office of this Corporation in the State of Florida is 3020 N. Military Trail, Suite 275, Boca Raton, Florida 33431. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in the State.

Audit No. H020000271724

#### **ARTICLE VI - DIRECTORS**

This Corporation shall have two (2) Directors. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1).

#### **ARTICLE VII - DIRECTORS**

The names and street addresses of the Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Herbert Goertz  
3020 N. Military Trail, Suite 275  
Boca Raton, Florida 33431

Thomas Goertz  
Obersecki 11  
CH 6318 Walchwill, Switzerland

#### **ARTICLE VIII - OTHER PROVISIONS**

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.

2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any stockholder of this Corporation, to the extent

Audit No. H020000271724

now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.

7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suite or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in he performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee may be entitled under any Bylaw, agreement, vote of shareholders or otherwise.

#### **ARTICLE IX - REGISTERED OFFICE**

The Registered Agent and registered office of the Corporation shall be:

Gregory M. Nordt, Esq.  
Greenspoon, Marder, Hirschfeld,  
Rafkin, Ross & Berger, P.A.  
100 W. Cypress Creek, Suite 700  
Fort Lauderdale, Florida 33309

#### **ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

Audit No. H020000271724

FEB. 5.2002 11:38AM

NO.035 P.5/7

Audit No. H020000271724

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the seal of the Corporation this 1<sup>st</sup> day of February, 2002.

  
Herbert Goertz, President & Treasurer

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF BROWARD )

Sworn to and subscribed before me this 1<sup>st</sup> day of February, 2002 by Herbert Goertz, President and Treasurer of Linkena America, Inc. who is personally known to me or has produced \_\_\_\_\_ as identification.



Notary Seal

  
Print Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

Audit No. H020000271724

Audit No. H020000271724

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

---

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act.

FIRST – That Linkena America, Inc. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Boca Raton, County of Palm Beach, State of Florida, has named Gregory M. Nordt, Esq. as Registered Agent, who may be served at the registered office located at Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 W. Cypress Creek Road, Suite 700, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):**

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 provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Gregory M. Nordt Registered Agent

Audit No. H020000271724

Audit No. H020000271724

**CERTIFICATE**

Pursuant to Florida Statute 607.1007, this Certificate is hereby submitted on behalf of Linkena America, Inc. and is to be associated with its Amended and Restated Articles of Incorporation. The undersigned attests to the following:

- A) That the Restated Articles of Incorporation do not contain an Amendment to the Articles requiring a shareholder approval; and
- B) That the Board of Directors have adopted the Restatement.

Linkena America, Inc.

By:

  
\_\_\_\_\_  
Herbert Goertz, President

G:\GN\3738\0052\LinkenaAmendedArticles1.doc

Audit No. H020000271724