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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

REO PARTNERS, INC.

Certificate of Status	1
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2/3/05

ARTICLES OF RESTATEMENT
OF
REO PARTNERS, INC.

FILED
05 FEB -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is REO Partners, Inc.
2. The text of the Restated Articles of Incorporation of the Corporation, as amended hereby, is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. The date of adoption of the aforesaid restatement was February 2, 2005.
3. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
4. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

Executed on February 2, 2005

REO PARTNERS, INC.

BY: 

Gregory M. Sullivan, Secretary

H05000029311 3

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation of REO Partners, Inc. hereby are amended and restated as follows:

ARTICLE I

Name

The name of the corporation (the "Corporation") is:

REO Partners, Inc.

ARTICLE II

Principal Office

The principal place of business and the mailing address of the Corporation shall be:

REO Partners, Inc.
2200 N. Federal Highway, Suite 203
Boca Raton, FL 33431

ARTICLE III

Registered Agent

The name and Florida street address of the registered agent are:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

ARTICLE IV

Purpose

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Florida Business Corporation Act of the State of Florida (the "FBCA").

ARTICLE V

Capital Stock

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

One Thousand (1000) Shares of One Dollar (\$1.00) Par Value Common Stock.

ARTICLE VI

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the FBCA (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the FBCA (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification 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 and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE VII

Amendment

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

ARTICLE VIII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the those shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process of REO Partners, Inc., a Florida corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

VALDES-FAULI CORPORATE SERVICES, INC.

By: David G. Bates

David G. Bates, Esq.

Date: February 3, 2005

E05000029311 3