

P01000025142

Florida Department of State
Division of Corporations
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From: *DIANA M. Guerra, Legal Asst. Ext. 4546*
Account Name : AKERMAN, SENTERFITT & BIDSON, P.A.
Account Number : 075471001363
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Fax Number : (305) 374-5095

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BASIC AMENDMENT

GDB SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Amended & Resubmitted
4/9/02

04/11/02 DC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 9, 2002

GDB SERVICES, INC.
11742 SOUTHWEST 112TH LANE
MIAMI, FL 33186

SUBJECT: GDB SERVICES, INC.
REF: P01000025142

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

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.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000077997
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GDB SERVICES, INC.**

The undersigned, as President and Director of GDB SERVICES, INC., pursuant to the Florida Business Corporation Act, does hereby adopts the following Amended and Restated Articles of Incorporation, which were originally filed with the Secretary of State on March 12, 2001:

**ARTICLE I
NAME**

The name of the corporation is: GDB SERVICES, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address and mailing address of the Company is: 11742 Southwest 112th Lane, Miami, Florida 33186.

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized to transact any lawful business.

**ARTICLE IV
INCORPORATOR**

The name and street address of the incorporator of this Corporation is: Elsie Sanchez, 343 Almeria Avenue, Coral Gables, Florida 33134.

**ARTICLE V
CORPORATE CAPITALIZATION**

The maximum number of shares of this corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, with a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The name and address of the Registered office of this Corporation is David Rothstein, Esq., 220 Alhambra Circle, Suite 400, Coral Gables, Florida 33134.

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ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify the directors, officers, employees or agents of the Corporation exercising powers and duties in such capacities, to the full extent now or hereafter permitted by law, and as further set forth in the By-laws of the Corporation or other agreements documents entered into by the Corporation relating to any such indemnity.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 4~~th~~ day of APRIL, 2002.

GDB SERVICES, INC.

By: Dana M. Brenner

Dana M. Brenner
President and Director

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **GDB SERVICES, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of April, 2002.


David Rothstein, Esq.

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**WRITTEN CONSENT OF THE SOLE SHAREHOLDER
AND OF THE SOLE DIRECTOR
GDB SERVICES, INC.**


The undersigned, being the Sole Shareholder and the Sole Director of record of **GDB SERVICES, INC.** a Florida corporation ("Corporation"), hereby adopts the following acts and resolutions in lieu of a special joint meeting, pursuant to Sections 607.0821 and 607.0704, respectively, of the Florida Business Corporation Act.

WHEREAS, the Sole Director of the Corporation has recommended to the Sole Shareholder that it would be in the best interest of the Corporation to amend and restate its Articles of Incorporation; and

RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto in the form of Exhibit "A" and made a part of this Written Consent, be and hereby approved by the Sole Shareholder of the Corporation; and it is further

RESOLVED, that such Amended and Restated Articles of Incorporation of the Corporation shall supersede the original Articles of Incorporation as filed with the Florida Department of State on March 12, 2001.

IN WITNESS WHEREOF, the undersigned being the Sole Shareholder and the Sole Director of the Corporation has executed this consent effective as of the 4th day of APRIL, 2002.



DANA M. BRENNER, Sole Shareholder and Director

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