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La Puerta del Sol Building 800 Douglas Road, Suite 105 Coral Gables, Florida 33134 voice 305.447.6655 fax 305.447.8855 www.santosstokes.com 3330 Oakwell Court Suite 225 San Antonio, Texas 78218 voice 210.804.0011 fax 210.822.2595

www.santosstokes.com

Marcus G. Bodet

mbodet/a/santosstokes.com

July 1, 2008

Via U.S. Mail

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amended and Restated Articles of Incorporation Marcus G. Bodet, P.A. (P01000041972)

To Whom It May Concern:

Please find enclosed the First Amended and Restated Articles of Incorporation for Marcus G. Bodet, P.A. (P01000041972). Please note that the Company is changing its name to Marcisz, Inc. and is also changing its purpose so that it will no longer act as a professional service corporation. Please also find enclosed check number 393 in the amount of \$52.50 to cover the filing fee, certified copy and certificate of status.

Please file the enclosed documents as soon as possible. Thank you, in advance, for your assistance. Should you have any questions, please feel free to call me at 305-720-2212.

Sincerely,

Marcus G. Bodet, Esq.; = :

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FLORIDA DEPARTMENT OF STATE Division of Corporations

July 10, 2008

MARCUS G. BODET, ESQ. SANTOS, STOKES LLP 3330 OAKWELL COURT, SUITE 225 SAN ANTONIO, TX 78218

SUBJECT: MARCUS G. BODET, P.A.

Ref. Number: P01000041972

We have received your document for MARCUS G. BODET, P.A. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 808A00040714

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MARCUS G. BODET, P.A. Document No. P01000041972



Pursuant to the provisions of Section 607.1007, Florida Statutes, this Florida Corporation adopts the following First Amended and Restated Articles of Incorporation to replace its Articles of Incorporation in their entirety:

ARTICLE I - NAME

The name of the corporation is MARCISZ, INC. (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of the Corporation is 800 Douglas Road, Suite 105, Coral Gables, Florida, 33134.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
10,000,000	\$ 0.0001	Common

The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors of the corporation, equivalent to or greater than the full par value of the shares.

ARTICLE V – REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office in the State of Florida is 800 Douglas Road, Suite 105, City of Coral Gables, County of Miami-Dade, Florida 33134 and the

name of its initial registered agent at such office is Santos Stokes LLP.

<u>ARTICLE VI – DURATION</u>

The Corporation shall have perpetual existence.

ARTICLE VIII- BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

<u>ARTICLE X - AMENDMENT</u>

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles of Incorporation may confer upon the Corporation may be modified by or cancelled by a vote of the shareholders to amend or repeal said Articles of Incorporation.

Certification

The undersigned hereby certifies that these First Amended and Restated Articles of Incorporation were approved by Unanimous vote of all of the outstanding shareholders of the Corporation entitled to vote on July 1, 2008.

IN WITNESS WHEREOF, the undersigned, being the sole director of the Company, for the purpose of amending and restating the Company's Articles of Incorporation has signed these First Amended and Restated Articles of Incorporation on this 1st day of July, 2008.

Marcus G. Bodet, Director

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MARCISZ, INC. in the foregoing Articles of Incorporation, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Santos Stokes LLP

By. Marcus G. Bodet, Esq.

Registered Agent

Dated: July 1, 2008