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DIVISION OF CORPORATIONS

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To:

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

From:

Account Name : ROBERT N. ALLEN, JR., P.A.
Account Number : 073324000622
Phone : (305) 372-3300
Fax Number : (305) 379-7018

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 NOV 12 AM 10:00

BASIC AMENDMENT

MEA TERRA REALTY, INC.

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

Amended & Resubmitted

Art. 11/12/02 11/4/2002 DC



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 8, 2002

MEA TERRA REALTY, INC.
MEA TERRA REALTY LLC
18170 COLLINS AVE
SUNNY ISLES BCH, FL 33160

SUBJECT: MEA TERRA REALTY, INC.
REF: P01000108842

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.

Please accept our apology for failing to mention this in our previous letter.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

AS STATED IN THE PREVIOUS LETTER, DO NOT RESEND THE LAST PAGE. IT CAN NOT BE PART OF THE AMENDED AND RESTATED ARTICLES.

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
Document Specialist

FAX Aud. #: H02000221450
Letter Number: 102A00061221



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 5, 2002

MEA TERRA REALTY, INC.
MEA TERRA REALTY LLC
18170 COLLINS AVE
SUNNY ISLES BCH, FL 33160

SUBJECT: MEA TERRA REALTY, INC.
REF: P01000108842

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 registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

YOU HAVE LISTED ROBERT N. ALLEN JR. P.A. AND ALSO ALLEN & GALLEGO. PLEASE CHOOSE ONLY ONE NAME FOR IT TO BE RECORDED BY.

THE DOCUMENT SHOULD END ON PAGE 4 BEFORE THE CHANGE IN REGISTERED OFFICE AND AGENT. THIS IS A SEPARATE FILING AND SHOULD NOT BE FILED WITH AMENDED AND RESTATED ARTICLES.

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
Document Specialist

FAX Aud. #: H02000221450
Letter Number: 102A00060394

FAX AUDIT NUMBER H02000221450

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO ARTICLES OF INCORPORATION
OF
MEA TERRA REALTY, INC.**

Pursuant to the provisions of section 607.1006 and section 607.1007, Florida Statutes, this Florida profit corporation adopts the following articles of amendment and restatement to its articles of incorporation:

FIRST: Amendment(s) adopted: (*indicate article number(s) being amended, added or deleted*)

All existing Articles are hereby deleted.
The following Articles are hereby added:

ARTICLE I

Name

The name of the Corporation is: Mea Terra Realty, Inc.

ARTICLE II

Powers

The organization is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Preparer: Robert N. Allen, Jr.
Allen & Galego (see fictitious name filing for registered agent)
601 Brickell Avenue, Suite 805
Miami, FL 33131
Telephone: 305-372-3300
Florida Bar No. 0329576

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ARTICLE III

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

Address

The address of the principal office of the corporation and its mailing address is: c/o Allen & Galego 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

ARTICLE V

Registered Office and Agent

The street address of the Corporation's registered office is 601 Brickell Key Drive, Suite 805, Miami, FL 33131, and the name of the registered agent at such office is the law office of Allen & Galego.

ARTICLE VI

Indemnification

The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such

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terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Not Applicable.

THIRD: The date of each amendment's adoption: October 31, 2002.

FOURTH: Adoption of Amendment(s) (Check One)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

FIFTH: Certificate required pursuant to section 607.1007:

(a) The restatement contains an amendment requiring shareholder approval, which was obtained by the sole shareholder. The information required by section 607.1006 is submitted above.

Signed this 31st day of October, 2002.

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FAX AUDIT NUMBER H02000221450Signature *Luis F. Salazar*
Luis F. Salazar, PresidentACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the corporation, at the place designated in the articles of incorporation:

- (i) I agree to act in this capacity;
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I am familiar with and accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 31 day of October, 2002.

Allen & Galego, by:

Robert N. Allen, Jr.
Robert N. Allen, Jr., President