

Division of Corporations

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TALLAHASSEE, FLORIDA

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SUZANNE M. AMADUCCI, P.A.

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DIVISION OF CORPORATIONS

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Fax Audit No. H07-0001198813

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUZANNE M. AMADUCCI, P.A.**

FILED
2007 MAY -1 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Suzanne M. Amaducci, being the duly elected President of SUZANNE M. AMADUCCI, P.A., a Florida professional corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation (the "Articles") were filed with the Secretary of State of the State of Florida (the "Secretary") on December 11, 2001, effective as of January 1, 2002, as Document No. P01000117219.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of the Corporation are hereby amended and restated in their entirety to read as follows, which Amended and Restated Articles of Incorporation incorporate an amendment to Article I of the Articles of the Corporation and the deletion of Articles VI and VII of the Articles of the Corporation:

ARTICLE I - NAME

The name of this corporation, formed under the provisions of Section 621, Florida Statutes, is SUZANNE AMADUCCI-ADAMS, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation are:

200 South Biscayne Boulevard, Suite 2500
Miami, Florida 33131-5340.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of (i) engaging in every phase and aspect of rendering legal services which persons licensed to practice law are authorized to render, and (ii) doing everything necessary or appropriate and proper for the accomplishment of this corporation's business, either alone or in association with other persons, firms or entities. The foregoing shall not be deemed to limit or restrict in any manner the general powers of the this corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida upon corporations organized to provide legal services under the provisions of Chapter 621, Florida Statutes (as it now exists or is hereafter amended), including, without limitation, the power to invest funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and the power to own real and personal property necessary for the rendering of its legal services.

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ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of this corporation is:

200 South Biscayne Boulevard, Suite 2500
Miami, Florida 33131-5340;

and the name and address of the current registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Suzanne Amaducci-Adams	200 South Biscayne Boulevard Suite 2500 Miami, Florida 33131-5340.

ARTICLE VI -- BOARD OF DIRECTORS

The current Board of Directors of this corporation is comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation. The name and address of the current director of this corporation are:

<u>Name</u>	<u>Address</u>
Suzanne Amaducci-Adams	200 South Biscayne Boulevard Suite 2500 Miami, Florida 33131-5340.

ARTICLE VII -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VIII -- INDEMNIFICATION

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

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ARTICLE IV - AMENDMENT

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

Such amendments to, and amendment and restatement of, the Articles of the Corporation have been duly and unanimously authorized and directed by Joint Written Consent of the Board of Directors and shareholders of the Corporation dated as of April 15, 2007. Such amendment and restatement of the Articles of the Corporation supersedes the original Articles of the Corporation in their entirety.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation as of the 12 day of April, 2007.



Suzanne Amadio Adams,
President