

P02000078029

August 8, 2002

800007111788--3
-08/14/02--01057--010
*****35.00 *****35.00

Florida Department of State
Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Kerem Barukh Industries, Inc.
Tax ID # 05-0522012
Document # P02000078029
Articles of Amendment to the Articles of Incorporation

Enclosed are an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation, and a check for:

\$35.00 Filing Fee

Please stamp these documents with the filing date and return the enclosed copies of the articles of amendment.

FROM: Terry-Ann Lynch
2311 Bermuda Drive
Miramar, FL 33023
(954) 964-2122

FILED
02 AUG 14 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN AUG 20 2002

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KEREM BARUKH INDUSTRIES, INC.

FILED
02 AUG 14 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The Amendments (s) adopted:

ARTICLE 1 - NAME

1.1 The name of this corporation is: **KEREM BARUKH INDUSTRIES, INC.**

ARTICLE 2 - DURATION

2.1 The duration of this Corporation is perpetual unless sooner dissolved according to the law.

ARTICLE 3 - PURPOSES

3.1 The purposes for which this Corporation is organized are:

- a. To buy, rent, sell, manufacture, produce, assemble, distribute, repair and service any product or service for which a corporation is permitted under the laws of the State of Florida, the United States or any other state, county, territory or nation.
- b. To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act; and,
- c. To have and exercise all rights and powers that are now or may hereafter be granted to a corporation by law.

3.2 The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not limit or restrict in any manner the powers conferred on this Corporation by the laws of the State of Florida.

ARTICLE 4 – PRINCIPAL PLACE OF BUSINESS

4.1 The principal place of business and mailing address of this corporation shall be **2311 Bermuda Drive, Miramar, Florida 33023.**

4.2 Its business shall be carried out at Broward County, and at such other places in the State of Florida and in the United States and foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE 5 – REGISTERED AGENT AND OFFICE

- 5.1 The registered agent of the Corporation is **Terry-Ann Lynch**.
- 5.2 The street address of the registered office of the Corporation is **2311 Bermuda Drive, Miramar, Florida, 33023**.

ARTICLE 6 – BOARD OF DIRECTORS

- 6.1 The names and street addresses of the first Board of Directors of this Corporation, who shall hold office for the first year or until successors are elected or appointed and have been qualified shall be:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|---|
| Terry-Ann Lynch | 2311 Bermuda Drive, Miramar, Florida 33023 |

- 6.2 This corporation shall have ONE (1) Director initially. The number of directors may be raised or lowered by amendment of the Bylaws of the corporation but shall in no case be less than ONE (1).

ARTICLE 7 – CAPITAL STOCK

- 7.1 The Capital Stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100,000 Shares of Common Stock, at \$0.01 Par Value

- 7.2 All said stock shall be payable in cash, property (real or personal) labor or services in lieu of cash, at such valuation as may be fixed from time to time by the Board of Directors of this corporation.

ARTICLE 8 – SHAREHOLDER PRIVILEGES, RIGHTS, AND RESTRICTIONS

- 8.1 Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.
- 8.2 Shares of Capital Stock of this Corporation shall be issued initially to the following person(s) and in the amounts set opposite the name:

| <u>NAME</u> | <u>SHARES</u> |
|------------------------|-----------------------|
| Terry-Ann Lynch | 100,000 shares |

- 8.3 Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

- a) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his/her intent to sell or transfer such shares. Within eight (8) days there-after, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the eight (8) day period, or prior thereto decline to purchase the shares, the secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the common shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address, as such address may appear on the books of the corporation. Within eight (8) days after the mailing or delivering of the copies of the notice, any such shareholder of shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price thereof with authorization to pay such price against delivery of the shares.
 - b) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion to such shares as the number of the shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
 - c) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his/her proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus indisposed of as the total number of shares which he/she holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.
 - d) If within said eight (8) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in the notice to any person or persons whomsoever; provided, however, that they shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary of the corporation.
- 8.4 At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing such votes on the same principle among any number of such candidates.
- 8.5 The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the directors of this Corporation.

ARTICLE 9 – VOLUNTARY DISSOLUTION

- 9.1 An affirmative vote of seventy-five (75%) per cent of the shares of this corporation issued and outstanding, entitles to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE 10 - BYLAWS

- 10.1 The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors and the Shareholders provided, however, that the Shareholders may specifically provide in any By-Laws made by them that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE 11 - MANAGEMENT

- 11.1 The Corporation shall be managed by the Board of Directors unless the Shareholders, shall by a majority vote hereafter determine that the Corporation shall be managed by the Shareholders.

ARTICLE 12 - CONTRACTS

- 12.1 No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of the directors are directors or officers, or are financially interested shall be either void or voidable because of that relationship or interest, or because that director or those directors are present at the meeting of the Board of Directors or a committee that authorizes, approves or ratifies the contract or transaction or because his, her or their votes are counted for that purpose, if:
- a) The fact of that relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of the Shareholders; or
 - b) The fact of that relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify the contract or transaction by vote or written consent; or
 - c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, committee or the Shareholders.

ARTICLE 13 - INDEMNIFICATION

- 13.1 The corporation shall indemnify any director, officer or shareholder, in consideration for his services, his or her heirs, executors, and administrators, in the absence of fraud, whether then in office or not, for the reasonable cost and expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, officer or shareholder of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law.

- 13.2 A director or officer shall not be liable to the corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.
- 13.3 The foregoing right of indemnification shall be inclusive of any other rights to which any director, shareholder or officer may be entitled as a matter of law.

ARTICLE 14 – FISCAL AND BUSINESS YEAR

- 14.1 The fiscal and business year of the Corporation shall be from April 1st through March 31st of each calendar year.

ARTICLE 15 - MISCELLANEOUS

- 15.1 This corporation, through its shareholders, reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE 16 - INCORPORATOR

- 16.1 The name and address of the incorporator of this corporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Terry-Ann Lynch | 2311 Bermuda Drive, Miramar, Florida 33023 |

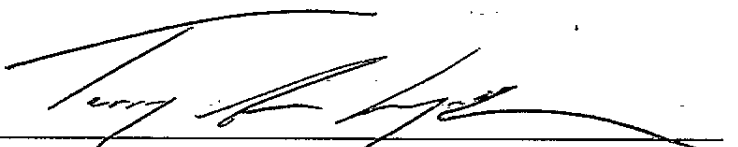
SECOND: The date of each amendment's adoption is: August 8th, 2002

THIRD: Adoption of Amendment(s)

IN WITNESS WHEREOF, the undersigned incorporator has adopted these Articles of Amendment to the Articles of Incorporation without shareholder action; and shareholder action was not required.

Signed this 8th day of August 2002.

Signature:



Terry-Ann Lynch, Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared
TERRY-ANN LYNCH, personally known to me _____, or who has produced
PL 11c as identification ☒, and who executed and subscribed to the foregoing
Articles of Amendment to the Articles of Incorporation, and he/she acknowledged before me that they
executed the same and subscribed for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 8 day of August 2002

Olivia Walter

NOTARY PUBLIC, STATE OF FLORIDA
PRINT NAME:
COMMISSION NUMBER:

My Commission expires:



Olivia Walter
MY COMMISSION # CC952185 Expires
August 20, 2004
BONDED THRU TROY FAIR INSURANCE, LLC