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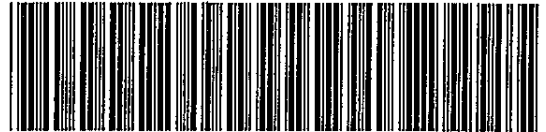
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*Amended & Registered  
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**MARC F. OATES, P.A.**

Attorney at Law

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July 28, 2004

**Via Federal Express**

Department of State  
Division of Corporations/Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Transaction: Best Properties of Florida, Inc.  
Our File No.: 02-037.001**

To Whom It May Concern:

Enclosed for filing, please find the following:

1. Amended and Restated Articles of Incorporation of Best Properties of Florida, Inc.;
2. Our Trust Account Check number 5455 in the amount of \$52.50, representing \$35.00 filing fee, \$8.75 fee for Certified Copies and \$8.75 for Certificate of Status.

Should you have any questions, please contact this law office to discuss.

Very truly yours,



Amber Keller  
Paralegal for Marc F. Oates, Esq.

/aek

Enclosures as stated

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**BEST PROPERTIES OF FLORIDA, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following amended and restated articles of incorporation:

**ARTICLE I – NAME**

The name of this corporation is:

**BEST PROPERTIES OF FLORIDA, INC.**

**ARTICLE II – PRINCIPAL OFFICE**

The address of the principal office of the Corporation is **9853 Tamiami Trail, Ste. 226, Naples, Florida, 34108**, and the mailing address of the Corporation is **9853 Tamiami Trail, Ste. 226, Naples, Florida, 34108**.

**ARTICLE III - PURPOSE**

The general nature of the purposes for which the Corporation is organized include the following:

- A. To engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way; and
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. This Corporation shall have a perpetual existence.

**ARTICLE IV - SHARES**

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and such shareholder shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) common shares of stock.

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#### ARTICLE V – PAR VALUE

The shares of the Corporation shall have a par value of \$1.00 per share.

#### ARTICLE VI – REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is **1840 Southwest 22 Street, 4<sup>th</sup> Floor, Miami, Florida 33145**, and the name of the Registered Agent at that address is **Spiegel & Utrera, P.A.**

#### ARTILCE VII – OFFICERS/DIRECTORS

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names and address of the persons who are to serve as Officers of the Corporation are as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President / VP	Cynthia J. Lee	140 20 <sup>th</sup> AVENUE NW, NAPLES, FL 34120
Secretary / Treasurer	Cynthia J. Lee	140 20 <sup>th</sup> AVENUE NW, NAPLES, FL 34120

Section 3. The names of the persons who are to serve as Directors of the Corporation are as follows:

<u>Director Name:</u>	<u>Address:</u>
Cynthia J. Lee	140 20 <sup>th</sup> AVENUE NW, NAPLES, FL 34120

#### ARTICLE IX – BY-LAWS

The Officers of this Corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**IN WITNESS WHEREOF**, the undersigned, have hereunto set our hands and seals, this 31 day of May, 2004 for the purpose of filing this amended and restated articles of incorporation under the laws of the State of Florida. The undersigned, by signing below, certifies that the above amended and restated articles of incorporation were adopted by the shareholders, and the number of votes cast for the amendment was sufficient for approval, and was also adopted by the board of directors.

By: 

Cynthia J. Lee,  
as Director and President