

P02000103322

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

AMERICAN STANDARD ROBOTICS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$52.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 19, 2003

AMERICAN STANDARD ROBOTICS, INC.
625 11TH AVE NE
ST. PETERSBURG, FL 33701

SUBJECT: AMERICAN STANDARD ROBOTICS, INC.
REF: P02000103322

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 correct your document to reflect that it is filed pursuant to the correct statute number.

✓ Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007.

✓ Please entitle your document Amended and Restated Articles of Incorporation.

✓ 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.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000216140
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
AMERICAN STANDARD ROBOTICS, INC.

FILED
03 JUN 19 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1005 and 607.1007 of the Florida Business Corporation Act, AMERICAN STANDARD ROBOTICS, INC., a Florida corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation:

ARTICLE 1

NAME

The name of this corporation shall be: American Standard Robotics, Inc.

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

15009 North Florida Avenue, Suite 329
Tampa, Florida 33613

ARTICLE 3

CAPITAL STOCK

1. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this corporation shall be:

10,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock").

2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. Voting. The voting power of this corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

4. Dividends. Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
AMERICAN STANDARD ROBOTICS, INC.

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ARTICLE 4
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be located at 15009 North Florida Avenue, Suite 329, Tampa, Florida 33613 and the registered agent of this corporation at such office shall be Mark Micire. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5
BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6
BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of one (1) member, such members to hold office until his successors have been duly elected and qualify. The name and street address of the director is:

<u>Name</u>	<u>Address</u>
Mark Micire	15009 North Florida Avenue, #329 Tampa, Florida 33613

ARTICLE 7
INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Mark Micire	15009 North Florida Avenue, #329 Tampa, Florida 33613

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
AMERICAN STANDARD ROBOTICS, INC.

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ARTICLE 8
PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9
BY-LAWS

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10
AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

ARTICLE 12
DATE OF ADOPTION

The amendment was adopted on the 12th day of June, 2003

ARTICLE 13
MANNER OF ADOPTION

No shares of stock have yet been issued by the Corporation and, therefore, these Amended and Restated Articles were duly approved by the written action of the Sole Incorporator of the Corporation pursuant to Florida Statutes 607.1005 and 607.1007.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
AMERICAN STANDARD ROBOTICS, INC.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation
for the uses and purposes therein stated.

DATED this 12 day of June, 2003.


MARK MICIRE, Sole Incorporator

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WARD, ROVELL & VANE POEL, PA

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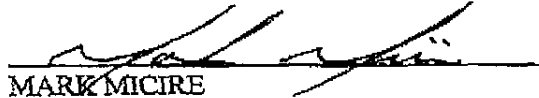
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AMERICAN STANDARD ROBOTICS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, MARK MICIRE, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 17 day of June, 2003.


MARK MICIRE

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