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**BASIC AMENDMENT**

**CANDI APPLE INC.**

Certificate of Status	0
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Page Count	05
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**CANDI APPLE, INC.**

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**ARTICLE I**  
**Name and Address**

The name and address of the Corporation shall be Candi Apple, Inc., located at 240 Worth Avenue Frnt., Palm Beach, Florida 33480.

**ARTICLE II**  
**Duration**

The term of existence of the Corporation shall be perpetual, unless sooner dissolved according to law.

**ARTICLE III**  
**Purpose**

This Corporation is organized for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprises.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Amended and Restated Articles of Incorporation.

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**ARTICLE IV**  
**Capital Stock**

This Corporation is authorized to issue One Hundred (100) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

**ARTICLE V**  
**Registered Office and Agent**

The street address of the registered office of this Corporation is 240 Worth Avenue Frnt., Palm Beach, Florida 33480.

The name of the registered agent of this Corporation at that address is Michael K. Phillips

Unless otherwise provided by these Amended and Restated Articles of Incorporation, Bylaws or the laws of the state of Florida, the registered agent and his office shall remain the same from year to year until his successor has been appointed and has been duly qualified.

**ARTICLE VI**  
**Board of Directors**

This Corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. Unless otherwise provided by these Amended and Restated Articles of Incorporation, Bylaws or the laws of the State of Florida, the director(s) of this Corporation shall hold office from year to year or until their successors are elected or appointed and have qualified. In case of any increase in the number of directors, additional directors shall be elected as provided in the Bylaws of the Corporation.

At any time hereafter, the stockholders may, by a majority vote, determine that the Corporation be managed by the stockholders.

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**ARTICLE VII**  
**Bylaws**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Amended and Restated Articles of Incorporation. With the exception of fixing the number of directors of the Corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the Corporation.

**ARTICLE VIII**  
**Indemnification and Limitation of Liability**

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the Corporation.

**ARTICLE IX**  
**Working Capital**

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the Corporation.

**ARTICLE X**  
**Amendment**

The Corporation reserves the right to amend, add to, or repeal a provision contained in these Amended and Restated Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

**\*\*Signature Page Follows\*\***

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IN WITNESS WHEREOF, the undersigned, being the President of the Corporation hereinbefore named, for the purpose of amending and restating the Articles of Incorporation of Candi Apple, Inc., a corporation for profit and hereby authorized to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, effective the 15<sup>th</sup> day of September, 2005 and further that the same was approved by a unanimous vote of all of the shareholders of the Corporation on the 15<sup>th</sup> day of September, 2005 in accordance with the provisions of the Florida's Business Corporation Act.

Michael K. Phillips, President  
Michael K. Phillips  
President of Candi Apple, Inc.

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
Michael K. Phillips

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