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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amber R. State
1/9/09*



December 22, 2008

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is an Amended and Restated Articles of Incorporation for Vapex Products, Inc.

Should you have any questions, please contact me at my office: 407 277-0900 or at my business address:

5850 S Semoran Blvd
Orlando, FL 32822

Sincerely,

A handwritten signature in black ink, appearing to read 'Darrel Resch', written over a horizontal line.

Darrel Resch
President

enclosure: Check payable to "Florida Secretary of State, Division of Corporations"

Vapex

5850 S Semoran Blvd., Orlando, Florida 32822

Tel 407 277 0900, Fax 407 277 8847

info@vapex.com www.vapex.com

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF VAPEX PRODUCTS, INC.**

Pursuant to the provisions of Sections 607.1007 and 607.1003, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

- I. The name of the corporation is Vapex Products, Inc. (the "**Company**").
- II. The Company is amending and restating its Articles of Incorporation in their entirety. The amendment and restatement and the following Articles of Incorporation of the Company were adopted and approved on December 22, 2008, by the sole member of the Company's Board of Directors pursuant to Section 607.0821, Florida Statutes, and by the sole shareholder of the Company by written consent pursuant to Section 607.0704, Florida Statutes.
- III. Effective January 1, 2009, the Articles of Incorporation of the Company are hereby amended and restated in their entirety to read as follows:

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VAPEX PRODUCTS, INC.**

ARTICLE I. Name

The name of this corporation (the "**Company**") is:
Vapex Products, Inc.

ARTICLE II. Principal Office

The address of the principal office and the mailing address of the Company is 5850 Semoran Blvd., Orlando, FL 32822.

ARTICLE III. Business and Activities

This Company may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. Capital Stock

Section 4.01 Common Stock. The Company is authorized to issue up to one million (1,000,000) shares of one class of common stock, par value \$0.0001 per share (the "**Common Stock**"). The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV.

Section 4.02 Preferred Stock. The Company is authorized to issue up to five hundred thousand (500,000) shares of preferred stock, \$0.0001 per share (the "**Preferred Stock**"). The Preferred Stock shall be issued in such number of classes or series and upon such terms and conditions, and shall have such rights, preferences, privileges and restrictions, including, without limitation, voting rights, dividend preferences and conversion rights, as may be authorized, from time to time by the Board of Directors of the Company at the time of the issuance thereof.

Section 4.03 Dividends. Subject to any superior rights, preferences and privileges of the Preferred Stock established in accordance with Section 4.02 hereof, the holders of all series of the Common Stock and the Preferred Stock shall be entitled to receive, pro rata, when and as declared by the Board of Directors, out of any assets of the Company legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

Section 4.04 Voting. The holders of the Common Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to one (1) vote for each such share held by them, respectively. The holders of the Preferred Stock shall have such voting rights as may be determined by the Board of Directors of the Company at the time of the issuance thereof.

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Section 4.05 Liquidation. Upon the occurrence of a Liquidating Event (as defined below), subject to any superior rights, preferences and privileges of the Preferred Stock established in accordance with Section 4.02 hereof, the holders of the Preferred Stock and the holders of the Common Stock shall participate on a *pari passu* basis according to the number of shares of capital stock of the Company held by such holders. "Liquidating Event" means:

- (A) the consolidation or merger of the Company into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Company for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Company in a different jurisdiction) in which the stockholders of the Company immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction;
- (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Company;
- (C) the sale, lease, transfer, granting of an exclusive license to substantially all of the Company's intangible assets, or other disposition by the Company of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise); or
- (D) the bankruptcy, dissolution or other winding up of the Company.

Section 4.06 All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V. Term of Existence

This Company shall exist perpetually unless dissolved according to law.

ARTICLE VI. Directors

Section 6.01 The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 6.02 Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 6.03 Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.

Section 6.04 Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 6.05 In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII. Limitation of Liability

To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended, no director of the Company shall be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article by the shareholders of the Company shall be prospective only and shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

ARTICLE VIII. Indemnification

Each person (including the heirs, executors, administrators and estate of such person) who is or was a director or officer of the Company, or who is or was serving at the request of the Company as a director or officer of another corporation or manager of a limited liability company, or in a similar capacity of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Company shall be indemnified by the Company, in accordance with the procedures specified in the bylaws of the Company, to the fullest extent permitted from time to time by the Florida Business Corporation Act. The Company may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Company to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Company. Without limiting the generality of the foregoing, the Company may enter into one or more agreements with any person that provide for indemnification and advancement of expenses greater or different than that provided in this Article. No amendment or repeal of this Article shall adversely affect any right or protection existing or pursuant to this Article immediately before the amendment or repeal.

ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law, subject to the voting requirements set forth herein.

ARTICLE X. Bylaws

Subject to these Articles of Incorporation, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a two-thirds of the stock entitled to vote thereon, and the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI. Shareholders' Agreements

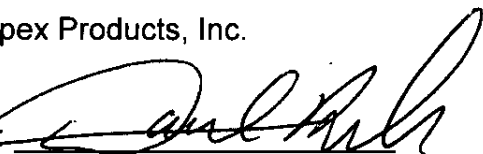
The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise be appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. Neither the Board of Directors nor any committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XII. Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, these Articles of Restatement and Amended and Restated Articles of Incorporation have been executed this 22nd day of December, 2008.

Vapex Products, Inc.

By: 
Darrel Resch, President