

P03000012618

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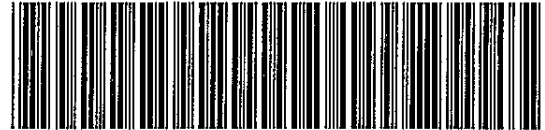
(Business Entity Name)

(Document Number)

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03/26/03--01075--007 **43.75

Amended & Restated Art. 3

V SHEPARD APR 22 2003

THE LAW OFFICE
OF
MICHAEL O. ALBERTINE
A Professional Association

Michael O. Albertine*
Paul F. Angueira

* Also admitted in New Jersey

Ronald J. Schweighardt **

** Also admitted in Pennsylvania

March 25, 2003

VIA UPS NEXT DAY DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

RE: MARIE ROSE REALTY, INC.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above-captioned entity, along with a check in the amount of \$43.75, representing the fee for filing same, and for obtaining a certified copy of same.

Kindly file the Articles of Incorporation and return the certified copy to my attention in the envelope provided herein for your convenience.

Thank you for your courtesies.

Very truly yours,
MICHAEL O. ALBERTINE, P.A.

MICHAEL O. ALBERTINE, ESQ.

MOA/jd
Encls.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 4, 2003

MICHAEL O. ALBERTINE, ESQ.
ZIMMERMAN CORPORATE CENTER
2200 W. COMMERCIAL BLVD., STE. 102
FT. LAUDERDALE, FL 33309

SUBJECT: MARIE ROSE REALTY, P.A.
Ref. Number: P03000012618

We have received your document for MARIE ROSE REALTY, P.A. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 403A00020479

RECEIVED
APR 11 AM 9:37
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 18, 2003

MICHAEL O. ALBERTINE, ESQ.
ZIMMERMAN CORPORATE CENTER
2200 W. COMMERCIAL BLVD., STE. 102
FT. LAUDERDALE, FL 33309

SUBJECT: MARIE ROSE REALTY, P.A.
Ref. Number: P03000012618

We have received your document for MARIE ROSE REALTY, P.A. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document can be signed by the Incorporator only when no officer/director has been selected. In this case there is a Director.

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) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 203A00022357

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03 APR 21 PM 12:32
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

MARIE ROSE REALTY, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR 21 PM 3:05

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Amended and Restated Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be MARIE ROSE REALTY, INC., and the initial address of this corporation shall be 964 NW 81st Avenue, North Lauderdale, Florida 33068.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 2200 W. Commercial Blvd., Suite 102, Ft. Lauderdale, Florida 33309, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael O. Albertine.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time, unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>Director</u>	<u>Address</u>
Marie Rose	3940 NW 42 nd Avenue, Apt. 118, Lauderdale Lakes, Florida 33319

ARTICLE VIII

The name and address of the Incorporator is Michael O. Albertine, 2200 W. Commercial Blvd., Suite 102, Ft. Lauderdale, Florida 33309.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that the director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if the director were not such a director or officer of such other corporation, or not so interested.

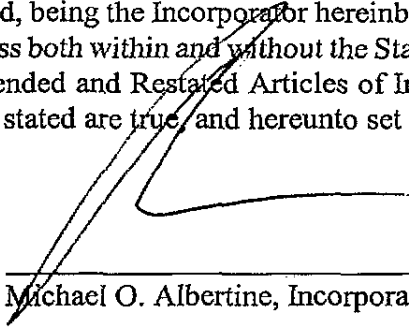
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 25th day of March, 2003.



Michael O. Albertine, Incorporator

STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared **MICHAEL O. ALBERTINE**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed, and that I relied upon the following form of identification of the above-named person: Personal Knowledge and State of Florida Driver's License

WITNESS my hand and official seal in the State and County aforesaid, this 25 day of March, 2003.



Notary Public

My Commission Expires:



Jillian K. Daneau
Commission # DD114310
Expires June 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



Jillian K. Daneau
Commission # DD114310
Expires June 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE
FOR
MARIE ROSE REALTY, P.A.**

This Certificate supplements that certain Amended and Restated Articles of Incorporation of
MARIE ROSE REALTY, P.A.

The Amended and Restated Articles of Incorporation of MARIE ROSE REALTY, P.A., a
copy of which is attached, were adopted by the Board of Directors and did not require shareholder
approval.

DATED: 4/18, 2003

Marie Rose
Marie Rose, Director

STATE OF FLORIDA
COUNTY OF BROWARD

This foregoing instrument was acknowledged before me this 18th day of April, 2003, by
Marie Rose, Director of Marie Rose Realty, P.A., who is personally known to me.

Jillian Daneau
NOTARY PUBLIC



Jillian K. Daneau
Commission # DD114310
Expires June 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.