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*Amended And
Restated Act*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 SEP -5 PM12:30

FILED

T. Roberts SEP 17 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Newbridge Mortgage Corporation

DOCUMENT NUMBER: P03000076563

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert P. Spitler, CFO

(Name of Contact Person)

Newbridge Mortgage Corporation

(Firm/ Company)

1451 W. Cypress Creek Road # 204

(Address)

Fort Lauderdale, FL 33309

(City/ State and Zip Code)

For further information concerning this matter, please call:

Robert Spitler

(Name of Contact Person)

at (954) 334-3450 ext. 235

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEWBRIDGE MORTGAGE CORPORATION**

**FILED
07 SEP -5 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Newbridge Mortgage Corporation (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on July 11, 2003, Document No. P03000076563.

SECOND: Amended and restated articles of incorporation were adopted by all of the directors and a majority of the holders of the voting stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Florida Business Corporation Act on July 25, 2007. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is Newbridge Mortgage Corporation.

ARTICLE II: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1451 West Cypress Creek Road, Suite 204, Fort Lauderdale, Florida 33309.

ARTICLE V: CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, \$.0001 par value per share, and 1,000,000 shares of preferred stock, \$.0001 par value. Series of preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

On the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, each issued and outstanding shares of the Corporation's previously authorized common stock (the "Old Common Stock") shall thereby and thereupon be reclassified and converted into 10,000 shares (the "New Common Stock"). Each certificate that represented shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled, except that no fractional shares resulting from the combination shall be issued, any such fractional share to be converted to the right of the holder thereof to receive one share of New Common Stock.

The forward stock split as provided for in these Amended and Restated Articles of Incorporation of the Corporation is to be proportionate in nature, and will not affect the rights or preferences of the holders of any outstanding shares, or the percentage of authorized shares remaining unissued, as provided in Section 607.10025 of the Florida Business Corporation Act.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 1451 West Cypress Creek Road, Suite 204, Fort Lauderdale, Florida 33309. The name of the Corporation's registered agent at that office is Gregg J. Breitbart, Esq.

ARTICLE VII: AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

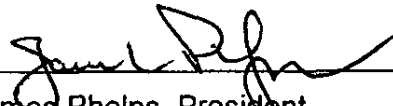
ARTICLE VIII: CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 25th day of July 2007.



James Phelps, President

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Newbridge Mortgage Corporation, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25th day of July, 2007.



Gregg J. Breitbart, Esq.
Registered Agent

Amended And Restated

**Articles of Incorporation
of**

Newbridge Mortgage Corporation

(Name of corporation as currently filed with the Florida Dept. of State)

P03000076563

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Articles were amended and restated by the board of directors and sole
shareholder on July 25, 2007. The amended and restated articles are
enclosed.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: July 25, 2007

Effective date if applicable: September 4, 2007
(no more than 90 days after amendment file date)

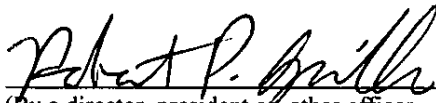
Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Robert P. Spitler

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)

FILING FEE: \$35