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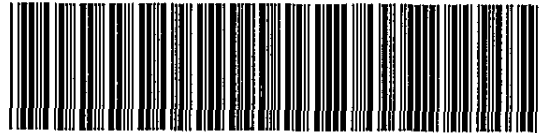
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03 NOV 17 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM + Restated
KLB
11/19

FRIEDMAN, ROSENWASSER & GOLDBAUM

A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

THE PLAZA • SUITE 801

5355 TOWN CENTER ROAD

BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

November 12, 2003

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION
R & R PUBLISHING GROUP, INC.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Amended and Restated Articles of Incorporation of R & R PUBLISHING GROUP, INC., along with our check in the amount of \$35.00 to cover the filing fee.

Please return one filed copy to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,

Friedman, Rosenwasser & Goldbaum, P.A.

By: Andrew R. Friedman
ANDREW R. FRIEDMAN

ARF
Encl.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
R & R PUBLISHING GROUP, INC.**

FILED
03 NOV 17 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R & R PUBLISHING GROUP, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, who filed its original Articles of Incorporation on October 20, 2003

DOES HEREBY CERTIFY:

That the Board of Directors and Stockholders of R & R Publishing Group, Inc., by unanimous vote of its Stockholders and Directors, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, duly adopted resolutions setting forth a proposed amendment to the Articles of Incorporation of said Corporation and setting forth a proposed restatement of the Articles of Incorporation of said Corporation pursuant to Section 607.1003 of the Florida Business Corporation Act, declaring said amendment and restatement of the Articles of Incorporation to be advisable. The resolution setting forth the proposed amendment and restatement of the Articles of Incorporation is as follows:

RESOLVED, that the Articles of Incorporation of this Corporation be amended and restated so that, as amended, the Articles of Incorporation of this Corporation shall be and read, in its entirety, as follows:

ARTICLE I

The name of the corporation shall be:

R & R PUBLISHING GROUP, INC.

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: 100,000 shares common stock, no par value.

All of 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 this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE V

The principal office of the corporation shall be at: 19572 Sedgefield Terrace, Boca Raton, Florida 33498. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the registered agent of the Corporation at the foregoing address is: SHERRY RUTTNER

ARTICLE VI

The affairs of the Corporation shall be managed by its board of directors. The board of directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance thereof as are not forbidden to the directors by law, these Articles of Incorporation, or the bylaws.

The manner of election or appointment of directors shall be provided in the bylaws. Election of directors need not be by written ballot unless the bylaws so provide. The number of directors shall be set in the manner provided in the bylaws, but in no event shall there be fewer than one (1) director. The name and address of the current director is:

SHERRY RUTTNER

19572 Sedgefield Terrace
Boca Raton, Florida 33498

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII

The name and post office address of the officers of the Corporation are as follows:

SHERRY RUTTNER

President/Secretary/Treasurer

19572 Sedgefield Terrace

Boca Raton, Florida 33498

ARTICLE IX

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended. No amendment or repeal of this paragraph, nor the adoption of any provision of these Articles of Incorporation inconsistent with this paragraph, shall eliminate or reduce the effect of this paragraph on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission on the part of such director, occurring prior to such amendment,

repeal or adoption of an inconsistent provision.

ARTICLE X

The private property, whether real or personal, of directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, said R & R Publishing Group, Inc. has caused this Amended and Restated Articles of Incorporation to be signed by Sherry Ruttner, its President and Secretary, this 9th day of Nov., 2003.

R & R PUBLISHING GROUP, INC.

By: Sherry Ruttner
Sherry Ruttner
President and Secretary

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: R & R Publishing Group, Inc.
2. The principal office address: 19572 Sedgefield Terrace
Boca Raton, FL 33498
3. The mailing address (if different): 20283 STATE ROAD 7 - SUITE 400
BOCA RATON, FL 33498
4. Date of incorporation/qualification: 10/20/03 Document number: P03000118006
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Mitchel Ruttner

19572 Sedgefield Terrace

Boca Raton, FL 33498

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Sherry Ruttner

19572 Sedgefield Terrace

(P.O. Box or personal mailbox NOT acceptable)

Boca Raton, FL 33498

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Sherry Ruttner
(Signature of an officer or director)

Sherry Ruttner, President
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Sherry Ruttner
(Signature of Registered Agent)

11/9/03
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

* * * FILING FEE: \$35.00 * * *

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314