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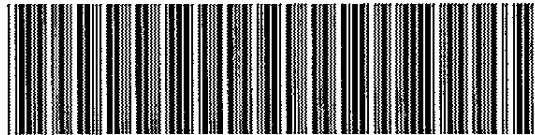
(Business Entity Name)

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FILED  
2006 AUG 25 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
2006 AUG 25 AM 10:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
HALL OF RECORDS  
TALLAHASSEE  
SECTION OF FILING

*Amend + Rest.*  
C. Coulllette AUG 25 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 305696 80881A

AUTHORIZATION :

COST LIMIT : \$ 35

A handwritten signature in cursive script, appearing to read "L. J. Brennan", is written over the authorization and cost limit fields.

ORDER DATE : August 11, 2006

ORDER TIME : 9:18 AM

ORDER NO. : 305696-005

CUSTOMER NO: 80881A

DOMESTIC AMENDMENT FILING

NAME: CARRS-THE TRADITIONAL BARBER,  
INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CARRS – THE TRADITIONAL BARBER, INC.**

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be CARRS – THE TRADITIONAL BARBER, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 4700 Millennia Boulevard, Orlando, Florida 32839.

The mailing address of the Corporation shall be 4700 Millennia Boulevard, Orlando, Florida 32839.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business authorized and not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having no par value.

FILED  
2006 JUN 25 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation shall be 4700 Millennia Boulevard, Orlando, Florida 32839. The name of the registered agent of this corporation at that address shall be GEORGE C. KALIVRETENOS. The Board of Directors may from time to time move the registered office to any other address in Florida. The Board of Directors may from time to time designate a new registered agent.

## **ARTICLE VII - DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders or Directors, but shall never be less than one (1). The name and street address of the member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
George Kalivretenos	4700 Millennia Boulevard Orlando, Florida 32839

## **ARTICLE VIII - OFFICERS**

The officers may be changed from time to time by By-Laws adopted by the shareholders or Directors. The name and addresses of the officers of the corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
George Kalivretenos	4700 Millennia Boulevard Orlando, Florida 32839	President/Secretary/ Treasurer

### **ARTICLE IX - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

### **ARTICLE X - INDEMNITY**

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

### **ARTICLE XI - BY-LAWS**

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

### **ARTICLE XII - Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 2 day of August, 2006.

  
GEORGE KALIVRETENOS, President

**OFFICER'S CERTIFICATE TO ACCOMPANY AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CARRS – THE TRADITIONAL BARBER, INC.**

I, George Kalivretenos, being the duly elected and acting President of Carrs – The Traditional Barber, Inc., a Florida corporation (the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

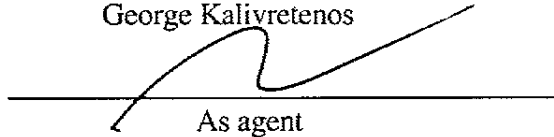
IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 2 day of August, 2006.

  
\_\_\_\_\_  
GEORGE KALIVRETENOS, President

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

George Kalivretenos

A handwritten signature in black ink, appearing to read 'George Kalivretenos', is written over a horizontal line. The signature is stylized with a large, sweeping 'G' and a long, horizontal stroke extending to the right.

As agent

Date:



**WRITTEN CONSENT OF THE DIRECTORS OF CARRS-THE  
TRADITIONAL BARBER, INC. TO ACTION IN LIEU OF A  
SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF CARRS-THE TRADITIONAL BARBER, INC., PURSUANT  
TO SECTION 607.0821 OF THE FLORIDA STATUTES**

The undersigned, being the sole director of Carrs- The Traditional Barber, Inc. (the "Corporation"), hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a special meeting of the Board of Directors of the Corporation pursuant to section 607.0821, Florida Statutes.

RESOLVED, that the Corporation's Officers, Thomas Edward Magnay, President and Secretary, and Geoffrey Robinson, Vice-President have resigned; and

FURTHER RESOLVED, that effective July 17, 2006, the following individuals shall serve as the Officers of the Corporation during the next year and until their successors are duly elected and qualify:

George Kalivretenos – President, Secretary, Treasurer

Dated as of the 17<sup>th</sup> day of July, 2006.

  
\_\_\_\_\_  
GEORGE KALIVRETENOS, Director

**WRITTEN CONSENT OF THE DIRECTORS OF CARRS-THE  
TRADITIONAL BARBER, INC. TO ACTION IN LIEU OF A  
SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF CARRS-THE TRADITIONAL BARBER, INC., PURSUANT  
TO SECTION 607.0821 OF THE FLORIDA STATUTES**

The undersigned, being the sole director of Carrs- The Traditional Barber, Inc. (the "Corporation"), hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a special meeting of the Board of Directors of the Corporation pursuant to section 607.0821, Florida Statutes.

RESOLVED, that the Corporation's Registered Agent and Registered Office in the State of Florida for service of process is hereby changed from Geoffrey Robinson, 701 East Washington Street, Suite 1, Orlando, Florida 32801 to George Kalivretenos, President of the Corporation, 4700 Millennia Boulevard, Orlando, Florida 32839; and

FURTHER RESOLVED, that Geoffrey Robinson is hereby authorized and directed to execute a form of Statement of Change of Registered Office or Registered Agent and to cause such form to be delivered to the office of the Secretary of State of the State of Florida for filing in order to effect the foregoing changes of Registered Agent and Registered Office for the Corporation.

Dated as of the 17<sup>th</sup> day of July, 2006.

  
\_\_\_\_\_  
GEORGE KALIVRETENOS, Director

**WRITTEN CONSENT OF THE SHAREHOLDERS OF CARRS-THE  
TRADITIONAL BARBER, INC. TO ACTION IN LIEU OF  
A SPECIAL MEETING OF THE SHAREHOLDERS  
OF CARRS-THE TRADITIONAL BARBER, INC., PURSUANT  
TO SECTION 607.0704 OF THE FLORIDA STATUTES**

The undersigned, being the sole shareholder of Carrs- The Traditional Barber, Inc. (the "Corporation"), hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a special meeting of the shareholders of the Corporation pursuant to section 607.0704, Florida Statutes.

RESOLVED, that, effective July 17, 2006, the following individuals shall serve as Directors of the Corporation during the next year and until his successor(s) are duly elected and qualify:

GEORGE KALIVRETENOS

Dated as of the 17<sup>th</sup> day of July, 2005.



GEORGE KALIVRETENOS