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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT  
QUORUM PUBLISHING, INC.**

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TALLAHASSEE, FLORIDA

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**RESTATED ARTICLES OF INCORPORATION  
OF  
QUORUM PUBLISHING, INC.**

Pursuant to provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, QUORUM PUBLISHING, INC., submits this, its Restated Articles of Incorporation, and in compliance with Section 607.1007, the undersigned Corporation states as follows:

1. The name of the corporation is QUORUM PUBLISHING, INC.
2. The text of the Amended and Restated Articles of Incorporation adopted is as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
QUORUM PUBLISHING, INC.**

**FILED**  
05 APR 18 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME:** The name of this Corporation is QUORUM PUBLISHING, INC. and its principal place of business is 801 Brickell Avenue, #900, Miami, FL 33131.

**ARTICLE II**

**DURATION:** This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

**ARTICLE III**

**PURPOSES:** The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

This Instrument was prepared by:  
Manuel M. Arvesu, P.A. - Florida Bar No. 525294  
201 Alhambra Circle Suite 502, Coral Gables, Florida 33134

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#### ARTICLE IV

**AUTHORIZED SHARES:** The capital stock of this Corporation shall be 50,000,000 Shares of Common Stock of One Cent (\$0.01) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no pre-emptive right granted to stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

#### ARTICLE V

**REGISTERED AGENT AND OFFICE:** The registered agent of this Corporation and his address are as follows: ARVESU & ASSOCIATES, PLLC 201 ALHAMBRA CIR, STE 502, CORAL GABLES FL 33134.

#### ARTICLE VI

##### BOARD OF DIRECTORS

1. The number of Directors of this Corporation shall not be less than 2 (two) nor more than eleven (11). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than two (2).
2. The name and address of the Directors as of the date hereof are as follows:

| <u>NAME</u>       | <u>ADDRESS</u>                                      |
|-------------------|---|
| David A. Schwedel | 801 Brickell Avenue<br>Suite 900<br>Miami, FL 33131 |
| Maria I. Schwedel | 801 Brickell Avenue<br>Suite 900<br>Miami, FL 33131 |

#### ARTICLE VII

**INCORPORATOR:** The name and address of the Incorporator of these Articles of Incorporation are as follows: David A. Schwedel, 801 Brickell Avenue, #900, Miami, FL 33131.

### ARTICLE VIII

**ADDITIONAL PROVISIONS:** The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.
4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, repealed by the Board of Directors.
6. The amended and restated articles was adopted by the board of directors and does not contain any amendment requiring shareholder approval.

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IN WITNESS WHEREOF, the undersigned, has made and subscribed these Amended and Restated Articles of Incorporation at 801 Brickell Avenue, #900, Miami, Dade County, FL, for the uses and purposes aforesaid, this 24th day of February 2005.

  
DAVID A. SCHWEDEL  
Incorporator

The foregoing Amended and Restated Articles of Incorporation restate and integrate and amend the provisions of the Corporation's Articles of Incorporation as theretofore amended.

QUORUM PUBLISHING, INC.

By:   
MARIA ISABEL SCHWEDEL  
SECRETARY

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