

P04000091192

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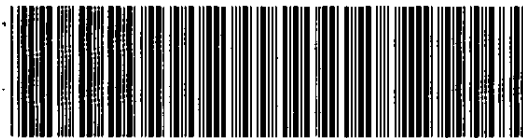
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Amended And
Restated Act

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

10 JUN 21 PM 2:35

FILED

Roberts JUN 22 2010



June 16, 2010

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Quest Optical, Inc. Document # P040000091192

To: Amendment Section
Division of Corporations

Please accept for filing the attached Amended and Restates Articles of Incorporations of Quest Optical, Inc. and appointment of new Registered Agent. The appropriate fee is enclosed by check made payable to the Florida Department of State representing the filing fee and a request for a Certificate of Status.

The Amendment was passed and adopted by the shareholders in a manner sufficient for approval.

If you have any question regarding this filing, please contact Edward de Rojas at 561-241-5557 (office) or at 817-219-3228 (cell).

Best regards,

J. Edward de Rojas
President

Encl.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF QUEST OPTICAL INC.**

Pursuant to Section 607.1006 of the Florida Statutes, this Florida Profit Corporation, amends and restates its Articles of Incorporation, as follows:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on June 14, 2004, Document No. P04000091192.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation were adopted by all of the Directors of the Corporation and a majority of its shareholders on June 1, 2010. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I
NAME**

The name of the Corporation is Quest Optical Inc.

**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: 1101 Holland Drive Boca Raton, Florida. 33481

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Million (1,000,000) shares, of which: (i) Five Hundred Thousand (500,000) shares shall be designated Common Stock, \$0.01 par value. Each issued and outstanding share of Common Stock shall be entitled to one (1) vote on each matter submitted to vote at a meeting of the shareholders (ii) Five Hundred Thousand (500,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights

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SECRETARY OF STATE
PALM BEACH, FLORIDA

of the shares of each series so established.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 1101 Holland Drive Boca Raton, Florida. 33481. The name of the Corporation's registered agent at that office is: Edward de Rojas.

**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.

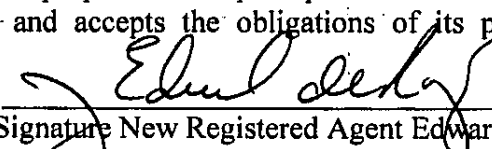
THIRD: The foregoing amendments were adopted by all of the Directors and the majority holders of the Common Stock of the Corporation pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act and the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these this 1st day of June 2010.

**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 Quest Optical, Inc., 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.


Signature New Registered Agent Edward de Rojas

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 1st day of June 2010.


Edward de Rojas, Authorized Director