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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of Amer

General Counsel Advisors, P.A.

July 27, 2005

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Amended and Restated Articles of Incorporation of Homeland Distributing, Inc., a
Florida corporation**

To Whom It May Concern:

On behalf of our client, Homeland Distributing, Inc., document number P05000012986, please find enclosed the Amended and Restated Articles of Incorporation and a check in the amount of Thirty Five Dollars (\$35.00) for the Filing Fee.

Thank you for your assistance in this matter. Please contact me if you have any questions or concerns.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ken Gluckman', with a long horizontal flourish extending to the right.

Kenneth S. Gluckman, Esquire

Enclosures

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
HOMELAND DISTRIBUTING, INC.**

Document Number: P05000012986

Pursuant to section 607.0704, Florida Statutes, HOMELAND DISTRIBUTING, INC., a Florida corporation, (the "Corporation") adopts the Amended and Restated Articles of Incorporation attached as Addendum A to this document.

The amendment and restatement of the Corporation's Articles of Incorporation stated in Attachment A supersedes the Corporation's Articles of Incorporation.

The Amended and Restated Articles were adopted and approved by unanimous written consent of the shareholders of the Corporation dated June 28, 2005.

The amendment and restatement of the Corporation's Articles of Incorporation stated in Attachment A will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

Respectfully submitted, this 28 day of June, 2005.

HOMELAND DISTRIBUTING, INC.

BY: _____

Joshua Massey, President, Director,
and Shareholder

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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HOMELAND DISTRIBUTING, INC.,
a Florida corporation**

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **HOMELAND DISTRIBUTING, INC.**, a Florida corporation (the "Corporation") and its principal place of business shall be located at 11400 S. Orange Avenue, Orlando, Florida 32824.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Amended and Restated Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of common stock at no par value, which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this Corporation at that address is Deborah D. Skipper.

ARTICLE VI - DIRECTORS

Initially, this Corporation shall have one (1) Director who shall serve until his successors shall be elected/appointed at the first meeting of the shareholders and thereafter this Corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the Director is as follows:

Name

Address

Joshua Massey

11400 S. Orange Avenue
Orlando, Florida 32824

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the Corporation, who shall serve until their successors shall be elected or appointed, are:

Name

Address

Joshua Massey, President,
Treasurer and Secretary

11400 S. Orange Avenue
Orlando, Florida 32824

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. No officer nor director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his/her duties as an officer or director as provided §607.0831, Florida Statutes.

ARTICLE IX - AMENDMENT

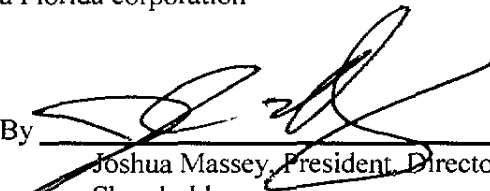
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the date of signing.

Dated: June 28, 2005

HOMELAND DISTRIBUTING, INC.,
a Florida corporation

By


Joshua Massey, President, Director and
Shareholder