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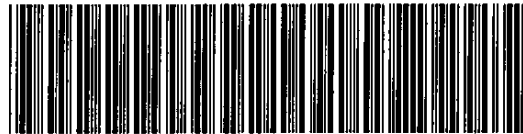
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Amend clerk

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bayframe Inc

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lyle DeBernardi
(Name of Contact Person)

Bayframe Inc
(Firm/ Company)

15406 Fleetwood dr.
(Address)

Spring Hill FL 34614
(City/ State and Zip Code)

For further information concerning this matter, please call:

Lyle DeBernardi at (352) 442 7237
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

BAYFRAME INC.

Pursuant to section 607.1007 of the Florida Business Corporation Act, the undersigned officer of **Bayframe Inc.**, under the Florida Business Corporation Act, adopts the following Amended and restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is **BAYFRAME INC.**

ARTICLE II

ADDRESS

The street address of this Corporation shall be 8401 9th ST. N. #1070 St Petersburg, FL 33702.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of capital stock which this Corporation is authorized to issue is 20,000,000 shares of common stock having no par value.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Lyle C. DeBernardi, 15406 Fleetwood dr. Spring Hill, FL 34614 and the registered agent for the Corporation at that address shall be Lyle C. DeBernardi.


ARTICLE VII

INDEMNIFICATION

The officers and directors of the Corporation shall be indemnified by the Corporation to the fullest extent allowed under applicable Florida law.

The foregoing Amended and Restated Articles of Incorporation were adopted by means of Unanimous Written Consent of the Shareholders and Directors of the Corporation dated December 18th, 2006, pursuant to Section 607.1003 of the Florida Business Corporation Act, and therefore, the number of shares cast in favor of approval of the Amended and Restated Articles was sufficient for passage thereof.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 18th day of December, 2006.


Lyle C. DeBernardi,
President