

P05000085344

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2008 JUN -9 AM 9:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated

TB

6/12/08

## ***CST Business & Financial Services***

1500 N. University Drive  
Suite 273  
Coral Springs, FL 33071  
TEL: (954) 323-8224 / FAX (954) 323-4057  
Email: [cstfinancial@hotmail.com](mailto:cstfinancial@hotmail.com)

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June 7, 2008

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: H.M.R. International Inc.**

Gentlemen:

I have enclosed on behalf of subject client the Articles of Amendment and Restatement with the applicable fees.

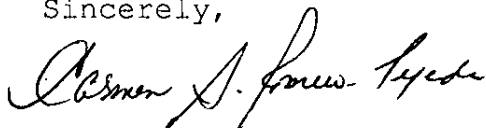
Please return all correspondence concerning this matter to:

Carmen S. Romero-Tejeda  
CST Business & Financial Services  
1500 N. University Drive, Suite 235  
Coral Springs, FL 33071

The enclosed check for \$52.50 represents the filing fee for the amendment and restatement of the Articles of Incorporation and the issuance of a certificate of status and a certified copy of the documents submitted.

For further information concerning this matter, please contact me, the undersigned at (954) 323-8224.

Sincerely,



Carmen S. Romero-Tejeda

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
H.M.R. INTERNATIONAL INC.

FILED  
2008 JUN -9 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation were adopted by the director(s) under Chapter 607 of the Florida Statutes. Each amendment set forth in this Amended and Restated Articles of Incorporation was approved by the shareholder(s) on May 12, 2008 by a vote sufficient for approval of this amendment. These Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation, as filed.

**ARTICLE 1 - NAME**

The old name of the Corporation is listed below; the name of this Florida Profit Corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this amendment document.

Current/New Name:   **H.M.R. INTERNATIONAL INC.**  
Old Name:           **H.M.R. INTERNATIONAL INC.**

**ARTICLE 2 - PURPOSE**

The purpose of this Corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE 3 - DATE OF ARTICLES OF INCORPORATION**

The Articles of Incorporation for the corporation were filed on June 13, 2005 and assigned document number P05000085344.

**ARTICLE 4 - PRINCIPAL OFFICE**

The address of the principal office of the Corporation's is 3558 North University Drive, Coral Springs, FL 33065 and the mailing address is the same as the street address.

## **ARTICLE 5 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 6 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and,

if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986 as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholder's share of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 7 - SHAREHOLDER'S RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation are subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders Corporation and transferability of the shares of stock Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file of the principal office of the Corporation.

#### **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same power individual to do all things necessary or convenient out its business and affairs, subject to any limitations or restrictions imposed by applicable law or the Restated Articles of Incorporation.

#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall be notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial name and Florida Street address of the registered agent of this Corporation is Elsy Maestre, 3558 N. University Drive, Coral Springs, FL 33065.

#### **ARTICLE 12 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

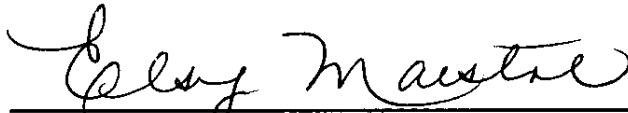
#### **ARTICLES 13 - EFFECTIVE DATE**

These Amended and Reinstated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLES 14 - AMENDEMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Reinstated Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Amended and Reinstated Articles of Incorporation are granted subject to his/her reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Amended and Reinstated Articles of Incorporation under the laws of the State of Florida, this 15<sup>th</sup> day May 2008.



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**Elsy Maestre**

President & Director of H.M.R. International Inc.

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/OFFICE**

**CORPORATION:**

H.M.R. International Inc.

**REGISTERED AGENT/OFFICE:**

ELSY MAESTRE

3558 N. UNIVERSITY DRIVE

I agree to act as registered agent and to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
\_\_\_\_\_  
ELSY MAESTRE