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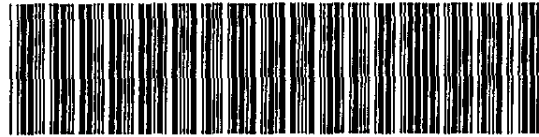
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Amended & Restated art. w/nc

VS  
9/29

**Renaldo & Associates, P.A.**  
Attorneys at Law  
8010 Woodland Center Boulevard  
Suite 500  
Tampa, Florida 33614  
Tel. 813.887.4300 Fax 813.887.4600

September 19, 2005

SENT VIA OVERNIGHT DELIVERY SERVICE

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Fusion Realty Corp.**

To whom it may concern:

Enclosed please find our firm's check in the amount of \$43.75, representing the filing fee for the Amended and Restated Articles of Incorporation of Fusion Realty Corp., and the Certified Copy fee. Kindly forward a confirmation of the filing of the enclosed information to the address above.

Thank you for your cooperation in this matter. Should you have any questions, please do not hesitate to contact me.

Very Truly Yours,

  
James S. Renaldo

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FUSION REALTY CORP.**

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Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, Fusion Realty Corp. adopts these Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is Fusion Realty Corp.

SECOND: The Corporations Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE I: NAME**

The name of the corporation is Fusion Real Estate Corporation

**ARTICLE II: BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE III: CAPITAL STOCK**

The total number of shares of capital stock that this corporation shall have the authority to issue and to have outstanding at any one time is ten Thousand (10,000) shares of common stock with no par value per share. The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the Florida Business Corporation Act, to provide for the classification and reclassification of any unissued shares of Common Stock without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act. Except as otherwise required by law all rights to vote and all voting power shall be vested exclusively in holders of the Common Stock. Cumulative voting by any shareholder is hereby expressly denied. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

**ARTICLE IV: ADDRESS OF REGISTERED AGENT**

The name and address of the initial registered agent of the Corporation is James S. Renaldo, c/o Renaldo & Associates, P.A., 8010 Woodland Center Boulevard, Suite 500, Tampa, Florida 33614.

**ARTICLE V: ACTION BY SHAREHOLDERS**

Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation, (b) a majority of the

directors in office, although less than a quorum, and (c) the holders of not less than fifty percent (50%) of the total number of shares of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class. Any action required or permitted to be taken by the shareholders of the Corporation at a duly called annual or special meeting of the shareholders, may be effected by a consent in writing by such shareholders, subject to the provisions of Section 607.0704 of the Florida Business Corporation Act.

#### **ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The number of directors constituting the Corporation's Board of Directors shall not be less than one (1) nor more than fifteen, and the exact number of Directors shall be fixed from time to time in the manner provided in the Bylaws of the Corporation. The names and addresses of the Board of Directors of the corporation are:

Stephen W. Haubenriser                      8010 Woodland Center Boulevard, Suite 500, Tampa, FL 33614

James S. Renaldo                              8010 Woodland Center Boulevard, Suite 500, Tampa, FL 33614

#### **ARTICLE VII: INDEMNIFICATION**

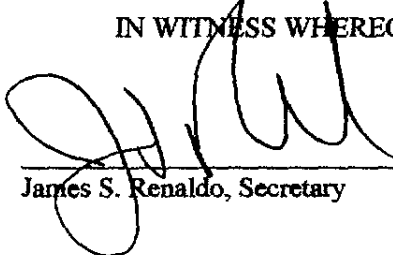
The Corporation shall, to the fullest extent permitted or required by the Florida Business Corporation Act, including any amendments thereto ( but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the Florida Business Corporation Act, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including, but not limited to, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods or services to the enterprise, including, but not limited to, attorneys-at-law, accountants, and financial consultants). For purposes of this Article, the term "Executive Officers" includes those individuals who are or were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article VII and not otherwise defined herein have the meaning set forth in Section 607.0850 of the Florida Business Corporation Act. The provisions of this Article are intended solely for the benefit of the indemnified parties described herein and their heirs and personal representatives and shall not create any rights in favor of third parties. No amendment to or repeal of this Article VII shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

**FUSION REALTY CORP.  
SECRETARY'S CERTIFICATE**

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I, James S. Renaldo, the duly elected, qualified and Secretary of Fusion Realty Corp., a Florida corporation (the "Corporation"), do hereby certify that the attached Amended and Restated Articles of Incorporation of the Corporation were adopted by the shareholders on September 16, 2005, with a sufficient number of votes cast for approval of the amendments.

IN WITNESS WHEREOF, I have executed this Certificate as of September 16, 2005.

  
\_\_\_\_\_  
James S. Renaldo, Secretary

#### **ARTICLE VIII: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of the Corporation and its mailing address is 8010 Woodland Center Boulevard, Suite 500, Tampa, FL 33614. The location of the principal office and the mailing address shall be subject to change as may be provided in the Bylaws of the Corporation.

#### **ARTICLE IX: DURATION**

The Corporation shall exist perpetually unless sooner dissolved according to law.

THIRD: The foregoing restatement of the Corporation's Articles of Incorporation amends the Corporation's Articles of Incorporation and was adopted and approved by a majority of the shareholders of the Corporation at a meeting of the shareholders held on September 16, 2005, and the number of votes cast by the shareholders was sufficient for approval.

FOURTH: This restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed on behalf of the Corporation this 16<sup>th</sup> day of September, 2005.



Stephen W. Haubenrizer, President