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(Requestor's Name)

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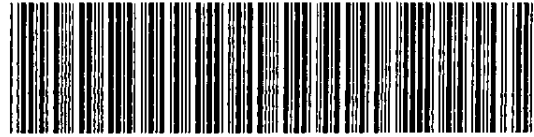
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated

TBrown 3-11-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** CAD International, Inc.

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Martin L. Horwitz, Esq.,  
Name of Contact Person

Law Office of Martin L. Horwitz, Esq.  
Firm/ Company

9665 Wilshire Blvd., #1050  
Address

Beverly Hills, CA 90212  
City/ State and Zip Code

martin@attorneyscounsel.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Martin L. Horwitz, Esq., at ( 310 ) 278 38 33  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$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

*Law Offices of*  
**MARTIN L. HORWITZ, P.C.**

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March 1, 2011

SENT VIA CERTIFIED MAIL

TRACKING NUMBER: 7005 1160 0000 6556 0336

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: *Amended and Restated Articles of Incorporation of CAD International, Inc.*,  
Ref. Number P07000033235

Dear Secretary of State:

Enclosed please find an original and a copy of the following documents:

1. Amended and Restated Articles of Incorporation of CAD International, Inc.;
2. Certificate of Secretary Regarding Amended and Restated Articles of Incorporation;
3. Front and back copy of check originally submitted in payment of this filing; and
4. A copy of your letter dated February 17, 2011.

Please file as appropriate and issue a certified copy of the Amended Articles. Please return a conformed copy in a stamped self-addressed enveloped provided.

Should you have any questions, please feel free to contact me directly. Thank you for your assistance in this matter.

Most sincerely,

  
Martin L. Horwitz

Enclosures as stated

Allem/Corporate/AmendArticlesDOS.004030111

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 17, 2011

MARTIN L HORWITZ, ESE.  
LAW OFFICE OF MARTIN L. HORWITZ  
9665 WILSHIRE BLVD #1050  
BEVERLY HILLS, CA 90212

SUBJECT: CAD INTERNATIONAL, INC.  
Ref. Number: P07000033235

We have received your document for CAD INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 111A00004130

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CAD INTERNATIONAL, INC.**

**ARTICLE I  
NAME**

The name of the corporation is CAD INTERNATIONAL, INC.

**ARTICLE II  
PURPOSE**

This corporation shall be authorized to transact all legal business of any nature.

**ARTICLE III  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation is CAD International, Inc.,  
127 NE 40 Street Miami, Florida 33137.

**ARTICLE IV  
CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall  
be as follows:

Number of Shares <u>Authorized</u>	Par Value Per <u>Share</u>	Class of <u>Stock</u>
1,000	\$1.00	Common

**ARTICLE V  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the  
same kind, class or series as that which he already holds, shall have the right to purchase  
his prorata share thereof (as nearly as may be done without issuance of fractional shares)  
at the price at which it is offered to others.

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**FILED**  
2011 MAR 10 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI  
REGISTERED AGENT AND OFFICE**

The street address of the registered office of the corporation is CAD International, Inc., 127 NE 40 Street Miami, FL 33137, and the name and address of the initial registered agent of this corporation is:

Name: Charles Allem

Address: CAD International, Inc.,  
127 NE 40 Street  
Miami, FL 33137

**ARTICLE VII  
COMMENCEMENT**

This corporation shall commence on the date on which the original Articles were filed with the Secretary of State.

**ARTICLE VIII  
BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Name: Charles Allem

Address: CAD International, Inc.,  
127 NE 40 Street  
Miami, FL 33137

**ARTICLE IX  
OFFICERS**

In compliance with Florida Statutes §481.219, the names and addresses of the principal officers are:

Name: Charles Allem,  
President, Secretary,  
Chief Financial Officer

Aleksandra Fradin  
Vice President - Design

Address: CAD International, Inc.,  
127 NE 40 Street  
Miami, FL 33137

CAD International, Inc.,  
127 NE 40 Street  
Miami, FL 33137

**ARTICLE X  
BYLAWS**

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

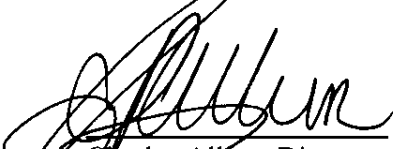
**ARTICLE XI  
INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

**ARTICLE XII  
AMENDMENT**

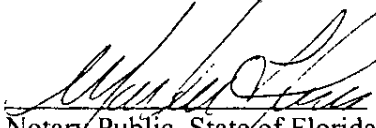
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS Whereof, the undersigned subscriber has executed these Amended Articles of Incorporation this 9<sup>th</sup> day of February, 2011

  
Charles Allem, Director

STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to and acknowledged before me on this 9<sup>th</sup> day of February 9, 2011 by Charles Allem, who is personally known to me and who did not take an oath.

  
Notary Public, State of Florida

My Commission Expires: 01-05-2013

Marlene Heres  
127 NE 40 Street  
Miami, FL 33137



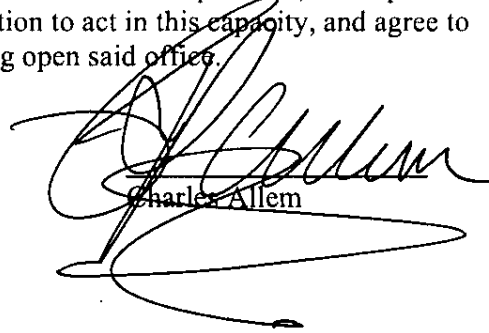
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS IN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that CAD International, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named Charles Allem, located at 127 NE 40 Street Miami, FL 33137 as its agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



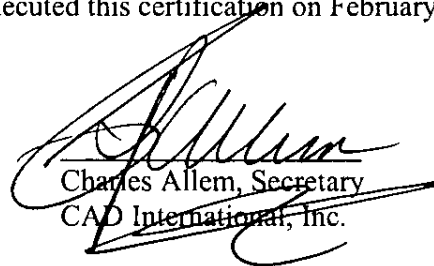
Charles Allem



**CERTIFICATE OF SECRETARY REGARDING  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CAD INTERNATIONAL, INC.**

I, Charles Allem, as Secretary, certify that the Amended and Restated Articles of Incorporation of CAD International, Inc., a Florida corporation, dated February 9, 2011, was adopted by the board of directors and does not contain any amendment requiring shareholder approval.

IN WITNESS Whereof, the undersigned has executed this certification on February 23, 2011 in Miami, Florida

  
Charles Allem, Secretary  
CAD International, Inc.

