

Division

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PO 7000035650

Florida Department of State  
Division of Corporations  
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123SOLD, INC.

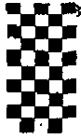
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*Ps 6/26/07  
Amendments*



June 26, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

123SOLD, INC.  
930 SOUTH STATE ROAD SEVEN  
PLANTATION, FL 33317

SUBJECT: 123SOLD, INC.  
REF: P07000035650

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

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Pamela Smith  
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# Kluger Peretz Kaplan & Berlin

<sup>26</sup>  
June 25, 2007

## FAX COVER SHEET

To: Florida Department of State

From: Mirna Hornechea

Fax: 850-205-0380

Phone: 305-341-3044

Phone:

Fax: 305-341-3083

Re: (((H07000165971 3)))

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### Message:

Please find attached for filing the Amended and Restated Articles of Incorporation of 123Sold, Inc..

Do not hesitate to contact me with any concerns regarding the attached documents.

Mirna Hornechea  
Paralegal

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DIVISION OF CORPORATIONS

2007 JUN 26 PM 1:46

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**123SOLD, INC.**

The Amended and Restated Articles of Incorporation of 123Sold, Inc. (the "Corporation") were adopted as set forth herein by the Board of Directors and do not contain any amendment requiring shareholder approval:

**ARTICLE I - NAME**

The name of the Corporation is, 123SOLD, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and mailing address of the principal office of the Corporation is 930 South State Road Seven, Plantation, Florida 33317.

**ARTICLE III - DURATION AND COMMENCEMENT**

The Corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Division of Corporations of the Florida Department of State.

**ARTICLE IV - NATURE OF BUSINESS**

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

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is Miami Center Registered Agents, LLC with a street address at 201 South Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

**ARTICLE VI - CAPITAL STOCK**

The Corporation is authorized to issue one thousand (1,000) shares of common stock at One Dollar (\$1.00) par value.

**ARTICLE VII - INCORPORATOR**

The name of the person signing these Amended and Restated Articles of Incorporation is Dale S. Bergman, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.L., 201 South Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

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**ARTICLE VIII - BOARD OF DIRECTORS**

The Corporation shall have no less than one (1), nor more than five (5) directors. The number of directors may be altered from time to time in accordance with the Corporation's bylaws. The initial member of the Board of Directors is Ben Stern.

**ARTICLE XI - OFFICERS**

The Corporation shall have such officers as set forth in its bylaws or as otherwise determined by the Board of Directors in accordance with the bylaws. Each officer shall perform the duties set forth in and consistent with the bylaws. The initial officer set forth below is appointed to the office opposite his name:

Ben Stern - President and Secretary

**ARTICLE X - BYLAWS**

The bylaws of the Corporation may be created, amended or changed by the shareholders or directors at any regular or special meeting, duly held.

**ARTICLE XI - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article IX shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

**ARTICLE XII - INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the Corporation. Without limiting the generality of the foregoing, the bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

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**ARTICLE XIII - AMENDMENT**

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

**IN WITNESS WHEREOF**, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation this 25<sup>th</sup> day of June, 2007.

  
\_\_\_\_\_  
Dale S. Bergman, Incorporator

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