

P07000089857

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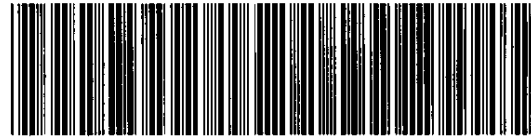
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DIVISION OF CORPORATIONS
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Amend
C.COULLIETTE

AUG 06 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TROPICALASER INC.

DOCUMENT NUMBER: P07000089857

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

Please return all correspondence concerning this matter to the following:

EVELIO L. HERNANDEZ

Name of Contact Person

TROPICALASER INC.

Firm/ Company

2300 N. COMMERCE PKWY, SUITE 111

Address

WESTON FL 33326

City/ State and Zip Code

LEO@TROPICALASER.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

EVELIO L. HERNANDEZ

Name of Contact Person

at (754)

204-3505

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

Restated

Articles of Amendment
to
Articles of Incorporation
of

TROPICALASER, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P07000089857

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

_____, Florida
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>S</u>	<u>CARLOS M. GARCIA</u>	<u>2300 N. COMMERCE PKWY</u>	<input checked="" type="checkbox"/> Add
		<u>SUITE 111</u>	<input type="checkbox"/> Remove
		<u>WESTON, FL 33326</u>	
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add
		<u> </u>	<input type="checkbox"/> Remove
		<u> </u>	
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add
		<u> </u>	<input type="checkbox"/> Remove
		<u> </u>	

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

PLEASE SEE ENCLOSED DOCUMENT WITH ALL ARTICLES APPROVED BY

SHAREHOLDERS OF THE CORPORATION ON JULY 29, 2010.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: 07-29-2010

(date of adoption is required)

Effective date if applicable: 07-29-2010

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 07-29-2010

Signature _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

EVELIO L. HERNANDEZ

(Typed or printed name of person signing)

CHAIRMAN, PRESIDENT & CEO

(Title of person signing)

RESTATED ARTICLES OF INCORPORATION OF TROPICALASER, INC.

ARTICLE 1

Pursuant to the Shareholders meeting of on July 29, 2010 of TROPICALASER INC., a Florida corporation (herein, the Corporation"), the Corporation hereby adopts these Restated Articles of Incorporation, which accurately copy the Articles of Incorporation (the "Articles of Incorporation") filed on 08/09/2007 under No. P07000089857 with the Division of Corporations of the State of Florida, along with the amendments thereto that are effect to date, and that are hereby made. All such amendments are in conformity with the Florida law.

ARTICLE 2

These restated Articles of Incorporation (the "Articles") were adopted by resolution of the Shareholders of the corporation on the 29th day of July, 2010.

ARTICLE 3

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation (the "Articles") which accurately copy the entire text thereof, along with all amendments in effect to date and the amendments set forth herein.

ARTICLE 4

The name of the corporation is **TROPICALASER, INC.**

ARTICLE 5

The period of its duration is perpetual.

ARTICLE 6

The corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida law.

ARTICLE 7

The corporation may issue common shares with consideration of value of up to FIVE THOUSAND DOLLARS, (\$5,000.00) consisting of money, labor done, or property actually received. The corporation has authorized the issue of up to five million (5,000,000) common shares with par value of \$ 0.001 per common share.

ARTICLE 8

The street address of the corporation's registered office is: **TROPICALASER, INC., 2300 N. COMMERCE PKWY SUITE 111, WESTON FL 33326**, and the name of its registered agent at that address is: **Evelio L. Hernandez**.

ARTICLE 9

9.1 NUMBER OF DIRECTORS. NAME OF CURRENT DIRECTORS

The maximum number of Directors constituting the Board of Directors is twelve (12). The names and addresses of the persons who currently serve as Directors for Three (3) Years Staring July 29, 2010, and until the Annual Shareholders Meeting to be held on or about April 30th, 2013:

- Mr. Evelio L. Hernandez, Chairman
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326
- Ms. Maria Gabriela Evanoff, Vice-Chairman
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326
- Mr. Daniel E. Villasmil , Director
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326
- Ms. Claudia Cardone, Director
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326
- Mr. Jaime Mejia, Director
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326
- Ms. Nangelin Angulo, Director
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326
- Ms. Maddeline Perez, RN, Director
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326
- Dr. Gerado Perez, MD, Director
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326
- Ms. Linda Embar, Director
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326
- Mr. Cesar Zamora, Director
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326
- Mr. Carlos M. Garcia, Secretary of the Board of Directors
2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326

9.2 RIGHTS OF THE SHAREHOLDERS REGARDING CORPORATION BYLAWS AND/OR ARTICLES OF INCORPORATION

The Shareholders of the corporation shall have the exclusive right, to amend, repeal and/or adopt the Bylaws of



the corporation and/or Articles of Incorporation. In order to amend, repeal and/or adopt the Bylaws of the corporation and/or Articles of Incorporation, the vote of sixty percent (60%) of the outstanding common shares of the corporation is required.

9.3 TERM IN OFFICE FOR THE BOARD OF DIRECTORS. NEXT ELECTION DATE

All the members of the Board of Directors are elected for a period of Three (3) years. The next election date for the Board of Directors will take place on or about April 30, 2013 at the same time as the Ordinary Annual Shareholders meeting.

9.4 SPECIAL SHAREHOLDERS MEETING

The Board of Directors may call a Special Shareholders Meeting to elect a new Directors prior to the expiration of the normal term in office, in case it is deemed necessary to the interest of the Shareholders of the corporation, or if the Special Shareholders Meeting is requested in writing by Shareholders representing at least sixty percent (60%) of the outstanding common shares of the corporation.

9.5 ELECTION OF THE CHAIRMAN AND VICECHAIRMAN OF THE BOARD

The Chairman and Vice-Chairman of the Board of Directors of the corporation are elected by a majority of the shares represented during an Ordinary or Special Shareholders meeting. However, a vote of at least sixty percent (60%) of outstanding shares may remove the Chairman and/or Vice-Chairman of the Board at any time prior to the expiration of their term without the need to call a Special Shareholders Meeting, in which case an interim Chairman and/or Vice-Chairman of the Board will be appointed until the next election. Board members may be, or not be corporation shareholders.

9.6 ANNUAL SHAREHOLDERS MEETING NOTICE

The Annual Shareholders Meeting (**First Notice**) will be called at least 15 calendar days prior to the date of the **Meeting**, which shall be held preferably on or before April 30 of the corresponding calendar year. The notice for the **Meeting** will be delivered by e-mail to the last e-mail address of record of each common shareholder registered as such in the books of the corporation, as of the date of the notice. In case an e-mail address is not available a written notice will be mailed by regular postal service to the last physical address known of the shareholder. Shareholders may have their shares represented by Proxy. The **Meeting** will be declared valid if more than fifty percent (50%) of common shares issued and outstanding are represented, either in person or by Proxy. When the period of Directors is expired, new Directors will be elected by the majority of shareholders represented in the shareholders meeting. The Chairman and/or Vice Chairman of the corporation may be named or removed at any time by shareholders representil at least 60% of outstanding shares, without the need to call a Special Shareholders Meeting for that purpose.

9.7 NEED TO CALL A SECOND MEETING. LACK OF QUORUM IN FIRST MEETING.

In order to have quorum in a shareholders meeting more than 50% of outstanding shares must be represented. If there is not enough quorum for the First Annual Shareholders Meeting, the Board of Directors will call a Second Notice for the Annual Shareholders Meeting (**Second Notice**) to be held no later than fourteen (14) days after the date of such Second Notice, in the same place and at the same time indicated in the **First Notice**. If a **Second Notice** is called, the Shareholders Meeting it will be held with the amount of shares represented in the regardless of the percentage of outstanding shares, and the Shareholders Meeting will be declared valid and binding. All

Directors must be elected by at least 60% of shares represented in the Meeting. All other matters presented to the meeting will be decided by majority of voting shares.

9.8 RESOLUTIONS OF SHAREHOLDERS MEETINGS

All other resolutions of the Shareholders meeting must be approved by a majority of shares represented in the Shareholders Meeting. Financial Statements for the previous fiscal year must be submitted to all shareholders of the corporation on or before the annual shareholders meeting for evaluation and approval. Financial Statements presented by the officers of the corporation must be approved by a majority of voting shares in the Meeting.

9.8 RESOLUTIONS OF THE BOARD OF DIRECTORS

All Resolutions of the Board of Directors must be approved by a majority vote of Directors, one of which must be the Chairman of The Board, or the Vice-Chairman of the Board, in case the Chairman is not present in the meeting.

ARTICLE 10

10.1 SELECTION OF THE OFFICERS OF THE CORPORATION

The Officers of the corporation are selected by the Board of Directors. The selection of the Officers of the corporation by the Board may occur at any time. The Board is authorized to expand the number of Officers as the business of the corporation requires it. An Officer of the corporation may be or not be a member of the Board of Directors. The Officers of the corporation, except for the Secretary, are responsible to run the Day-to-Day business of the corporation, and are responsible of the execution of the plans and general direction of the corporation outlined by the Board of Directors. The Board will establish the compensation of the Officers of the corporation except for the Secretary which will be established by the President of the corporation.

10.2 CURRENT CORPORATION OFFICERS

The current Officers of the corporation are:

Mr. Evelio L. Hernandez, President, & Chief Executive Officer.

Ms. Maria Gabriela Evanoff, Vice-President, Treasurer and Chief Financial Officer.

Mr. Carlos M. Garcia, Secretary of the Corporation

10.3 THE OFFICE OF THE SECRETARY OF THE CORPORATION

The Secretary of the corporation is also the Secretary of the Board of Directors, and as such its obligations are limited to: a) prepare minutes of Board of Directors meetings and Shareholders meetings; b) to record the vote of Resolutions of the Board Meetings; c) to keep track of issued stock certificates and to keep the shareholders book updated; d) To sign Stock certificates together with the President of the corporation; e) To file, on behalf of the corporation, Annual Reports as well as Restated Articles of Incorporation with the State of Florida. The Secretary of the corporation shall have no vote in proposed resolutions submitted to the Board of Directors for consideration and approval. The Secretary of the corporation shall not have responsibilities in running the Day-to-Day business of the corporation. The President of the corporation will establish compensation for the work performed by the Secretary on behalf of the corporation. The Secretary may or may not be a shareholder of the corporation

ARTICLE 11

The corporation's incorporator name and address is: Evelio L. Hernandez, 2300 N. COMMERCE PKWY, SUITE 111, WESTON, FL 33326

ARTICLE 12

LIMITATION ON DIRECTORS' LIABILITY.

No Director of the corporation will be liable to the corporation or its Shareholders for monetary damages for acts or omissions that occur in any Director's capacity as a Director. This Article does not limit any Director's liability for acts or omissions for: (1) a breach of the duty of loyalty to the corporation or its Shareholders or members; (2) a bad-faith breach of a Director's duty to the corporation, intentional misconduct, or a knowing violation of the law; (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (4) an act or omission for which a Director's liability is expressly provided by statute. The limitation of a Director's liability under this Article shall be construed to grant to each Director the maximum limitation permitted by law. The scope of this limitation of liability shall be increased by any change in applicable Florida law.

ARTICLE 13

Cumulative voting of shares of the corporation is denied. The Shareholders shall not have preemptive rights to acquire additional or treasury shares of the corporation.

ARTICLE 14

REQUIREMENTS OF CAPITALIZATION. CLASSES OF SHARES

The aggregate number of shares, which the corporation shall have authority to issue, is Five Million (5,000,000) common shares with par value \$0.001/share. The Board of Directors may establish at any time a repurchase of common stock as treasury stock to improve the financial condition of the corporation, or to enhance the stock value of the common shares, or for any other purpose the Board of Directors may deem appropriate. The Board of Directors may increase the number of authorized common shares without the approval the Shareholders of the corporation. The Board of Directors may decide forward or reverse common stock splits at any time it deems it to be convenient to the general interest of the Shareholders of the corporation. The corporation may issue common share stock options and/or warrants to its Directors, Officers, employees, members of the Advisory Board, other existing Shareholders, or to other persons or organizations, once and if approved by the majority vote of the Board Of Directors. The exercise price of the granted options may be equal to or larger than the current market value, or the last sale price of common shares of the corporation as of the date of the stock option or warrant document, whichever may apply. The Board will determine the amount of common stock options or warrants, the exercise price, and the applicable execution date (s). The Board of Directors may, with shareholders approval, decide to effect a Public Offering of Shares, either common or preferred, issue debt instruments, negotiate mergers and/or acquisitions, and execute any other financing related activities it may deem appropriate for the benefit of the shareholders of The corporation. The Board of Directors will notify, from time to time, to existing shareholders about the financing activities of the corporation, unless it constitutes "privileged" or "insider information", which may limited or prohibited to be divulged under existing securities laws and regulations, if

applicable. Any changes to the company Articles of Incorporation must be submitted to the Shareholders for approval.

ARTTICLE 15. APPLICABLE LAW.

All other corporate provisions not indicated herein will follow the Laws and Regulations of the State of Florida

The undersigned has executed these Restated Articles of Incorporation on this the 29TH day of July of 2010

FOR: TROPICALASER, INC.

CERTIFIED TRUE AND CORRECT.

 08-04-10
EVELIO L. HERNANDEZ
CHAIRMAN, PRESIDENT & CEO


CARLOS M. GARCIA
SECRETARY OF THE COMPANY