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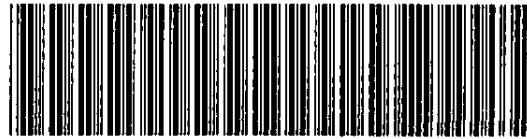
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DIVISION OF CORPORATIONS  
11 JAN 10 PM 3:01

*Amend. Rest*  
C.COULLETTE

JAN 12 2011

EXAMINER

# GAGEL LAW FIRM

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150 Alhambra Circle, Suite 1270, Coral Gables, FL 33134

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E-mail: [jgagel@jgagel.com](mailto:jgagel@jgagel.com)

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

Re: Konie Cups International, Inc.

Dear Sir or Madam:

Enclosed please find an original Certificate of Amended and Restated Articles of Incorporation and original and copy of the Amended and Restated Articles of Incorporation for filing, along with a check in the amount of \$35.00 for filing of the Amended and Restated Articles.

The Directors of the corporation are:

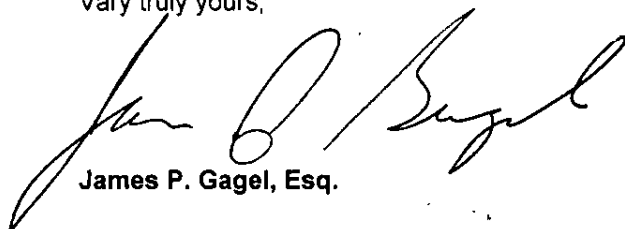
- a. Angela Rodriguez, with 50 shares of stock (50%)
- b. Sara Castany, with 50 shares of stock (50%)

The Officers of the corporation are:

- a. Daniza Tobar, President

Thank you.

Vary truly yours,



James P. Gagel, Esq.

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Asesoramiento Inmigratorio y Empresarial

**AMENDED AND RESTATED**

***Articles* OF INCORPORATION  
OF  
DANIZA TOBAR, INC.**

Daniza Tobar, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify as follows:

(a) The name of the Corporation is Daniza Tobar, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Florida on June 13, 2008, with an effective date of June 8, 2008.

(b) This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act and restates, integrates and amends the provisions of the Certificate of Incorporation of the Corporation. The amendments contained therein were recommended by the Board of Directors and approved and adopted by the shareholders on August 21, 2008 in accordance with Section 607.1003 of the Florida Business Corporation Act; the vote for approval was cast by 100% of the corporation's shareholders, and so said vote was sufficient for approval of these amendments.

(c) The text of each Amendment adopted and thereupon incorporated into the Amended and Restated Certificate of Incorporation of the Corporation is set forth as follows:

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**DANIZA TOBAR, INC.**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is Daniza Tobar, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation came into existence was June 8, 2008; the date set forth as the effective date according to the Articles originally filed by the Secretary of State on June 13, 2008.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## **ARTICLE II**

### **Principal Office**

The address of the principal office of the Corporation is 60 NW 37<sup>th</sup> Ave., #1001, Miami, FL 33125

## **ARTICLE III**

### **Registered Office and Agent**

The address of the registered office in the State of Florida is 60 NW 37<sup>th</sup> Ave., #1001, Miami, FL 33125. The name of the registered agent at such address continues to be Daniza Tobar, who reiterates that she is familiar with and accepts the responsibilities of registered agent, as confirmed by her signature at the end of this document.

## **ARTICLE IV**

### **Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## **ARTICLE V**

### **Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is 100 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

## **ARTICLE VI**

### **Board of Directors**

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the shareholders by affirmative majority vote may elect a director to fill the vacancy until the next annual meeting of shareholders.

## **ARTICLE VII**

### **Shareholders, Directors and Officers**

1. The Directors of the Corporation are:
  - a. Angela Rodriguez, with 50 shares of stock (50%)
  - b. Sara Castany, with 50 shares of stock (50%)
2. The Officers of the Corporation are:
  - a. Daniza Tobar, President

## **ARTICLE VIII**

### **Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## **ARTICLE IX**

### **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## **ARTICLE X**

### **Indemnification**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

**ARTICLE XI**

**Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

These Amended and Restated Articles of Incorporation are for the purpose of managing the corporation, and shall only be filed in accordance with a resolution of the directors or shareholders which specifically authorizes same to be filed and recorded and it is hereby certified that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Signed at Miami, Miami-Dade County, Florida this 21<sup>st</sup> day of August, 2008.

By: \_\_\_\_\_

Daniza Tobar  
President

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate to be signed by Daniza Tobar, President of the Corporation on this 21<sup>st</sup> day of August, 2008

**DANIZA TOBAR, INC.**

By: \_\_\_\_\_

Daniza Tobar, President