

Division of Corporations

Page 1 of 1

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
DIL-USA CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DIL-USA CORPORATION  
(A Florida Corporation)**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **DIL-USA CORPORATION** (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State of Florida was January 16, 2009.

2. The Amended and Restated Articles of Incorporation were adopted and approved by the shareholders of the Corporation holding a majority of the issued and outstanding shares of the Corporation's common stock and by the Board of Directors of the Corporation by written consent dated September 5, 2013, with the number of votes cast being sufficient for approval, in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I**

The name of this corporation is **DIL-USA CORPORATION**. The principal office of the Corporation is 2535 Spreading Oaks Lane, Jacksonville, Florida, 32223 and the mailing address of the Corporation is 2535 Spreading Oaks Lane, Jacksonville, Florida, 32223.

**ARTICLE II**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

((H13000208293 3)))

#### **ARTICLE IV**

The aggregate number of shares which this Corporation is authorized to issue is 5,000 shares of common stock. Each share shall have a par value of \$1.00.

#### **ARTICLE V**

The street address of the Corporation's registered office is 2535 Spreading Oaks Lane, Jacksonville, Florida, 32223. The name of the Corporation's registered agent at that office is Kenneth Braiman.

#### **ARTICLE VI**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

Kenneth Braiman  
2535 Spreading Oaks Lane  
Jacksonville, Florida 32223

Any one or more of the directors or officers may be removed either with or without cause at any time by the shareholders voting a majority of the common stock of the Corporation issued and outstanding and entitled to vote, at any meeting of shareholders called expressly for that purpose. If the office of any director, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the shareholders shall, at a special meeting called for that purpose, by a majority vote of all of the shareholders holding the common stock of the Corporation issued and outstanding and entitled to vote, choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancies occurred.

#### **ARTICLE VII**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, that any bylaws adopted by the shareholders may not be altered, amended or repealed by the Board of Directors.

#### **ARTICLE VIII**

No contract or other transaction between the Corporation and one or more of its directors or any other Corporation, firm, association, or entity in which one or more of its directors or officers are financially interested shall be either void or voidable because of such relations or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

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((H13000208293 3)))

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the shareholders.

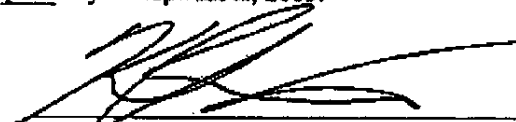
#### **ARTICLE IX**

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

#### **ARTICLE X**

This Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned, this 15<sup>th</sup> day of September, 2013.



Name: Kenneth Brainman  
Title: President

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **DIL-USA CORPORATION**, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this September 15<sup>th</sup> 2013.

  
Kenneth Bralman, Registered Agent

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