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12 JUL 16 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended & Restated  
Art.*

*07/23/12*

*DC*



Gibbs Law Office, PLLC

July 12, 2012

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE:** Filing of Amended and Restated Articles of Incorporation, MTKMFL INC

Dear Sir/Madam:

The enclosed Amended and Restated Articles of Organization and appropriate fee(s) are submitted for filing. An extra copy of the Articles is enclosed. Please date stamp it and return it to the following:

**GIBBS LAW OFFICE, PLLC**  
8695 COLLEGE PARKWAY, SUITE 1358  
Fort Myers, FL 33919  
Ph. 239-415-7495  
Fx. 239-243-9029  
[info@gibbslawFL.com](mailto:info@gibbslawFL.com)  
[www.gibbslawFL.com](http://www.gibbslawFL.com)

For further information concerning this matter, please call Steven J. Gibbs, Esq. at (239) 415-7495

Enclosed is check for the following amount: \$35.00.

Sincerely,

A handwritten signature in black ink, appearing to be 'S. Gibbs'.

Steven J. Gibbs, Esq.

AMENDED & RESTATED ARTICLES OF INCORPORATION  
of  
MTKMFL INC

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Amended Articles of Incorporation in accordance with the laws of the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Name

The name of this corporation shall continue to be MTKMFL INC.

ARTICLE II  
Term of Existence and Fiscal Year

This corporation shall begin existence on the date of filing of the initial Articles of Incorporation with the Secretary of State of the state of Florida, June 2, 2009, and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning on January 1<sup>st</sup> of each year.

ARTICLE III  
Powers

This corporation shall have all powers conferred by the laws of the state of Florida on corporations.

ARTICLE IV  
Capital Stock

This corporation is authorized to issue 1000 shares of stock, all of one class, having no par value. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE V  
Initial Registered Office and Agent

The name and street address of the registered agent of this corporation shall be Cliff Silverstein, 2710 SW 39 Terrace, Cape Coral, Florida 33914.

ARTICLE VI  
Principal Place of Business

The principal place of business of the corporation shall be located at 2710 SW 39 Terrace, Cape Coral, Florida 33914, with any other place of business as may be determined and fixed by the board of directors from time to time.

ARTICLE VII

The purpose of the corporation is to engage in the import, manufacture and distribution of tools to the seafood and food service industry and others, and any activities or business permitted under the laws of the United States and Florida.

ARTICLE VIII  
Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by an Amendment of the Bylaws of the Corporation in the manner provided by law, but shall never be less than one.

ARTICLE IX  
Transactions With Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

ARTICLE X  
Bylaws

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of the state of Florida or of the United States.

ARTICLE XI  
Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XII  
Names and Post Office Addresses of Subscribers

Name and Post Office Address	Number of Shares
Cliff Silverstein, 2710 SW 39 Terrace, Cape Coral, Florida 33914	900
Belovin Joint Revocable Trust dated 6/28/2012 (Scott Belovin) 21090 Cosenza Court, Estero, Florida 33928	100

ARTICLE X  
Fiscal Year

The fiscal year of the corporation shall be the period selected by the board of directors as the taxable year of the corporation for federal income tax purposes, unless the board specifically establishes a different fiscal year.

ARTICLE XI  
Seal

The corporate seal shall have the name of the corporation, the word "SEAL", and the year of the incorporation inscribed thereon, and may be a facsimile, engraved, printed, or impression seal. An impression of this seal appears on the margin of this article.

(SEAL)

ARTICLE XII  
Stock in Other Corporations

Shares of stock in other corporations held by the corporation shall be voted by the officer or officers of the corporation as the board of directors shall from time to time designate for the purpose or by a proxy that is duly authorized by the board.

ARTICLE XIII  
Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board of directors; provided that any bylaws or amendment as adopted by the board of directors may be altered, amended, or repealed by vote of the stockholders entitled to vote, or a new bylaw in lieu thereof may be adopted by the stockholders. No bylaw that has been altered, amended, or adopted by the vote of the stockholders may be altered, amended, or repealed by a vote of the directors until 2 years shall have expired since the vote of the stockholders.

WITNESSETH, these bylaws were duly adopted by the board of directors of MTKMFL INC, on July 10, 2012.

  
Cliff Silverstein, DIRECTOR

ARTICLE XIII  
Incorporator

The name and post office address of the incorporator of this corporation is Cliff Silverstein, 2710 SW 39 Terrace, Cape Coral, Florida 33914.

ARTICLE XIV  
Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on July 10, 2012.

  
\_\_\_\_\_  
(Incorporator)

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that it is familiar with, and accepts the obligation of such position.

Dated:

By:

  
\_\_\_\_\_  
Cliff Silverstein  
Registered Agent

CERTIFICATE FOR ADOPTION OF THE AMENDED & RESTATED  
ARTICLES OF INCORPORATION  
of  
MTKMFL INC

A STOCK SALE AND SHAREHOLDERS' AGREEMENT was entered into by CLIFF SILVERSTEIN and SCOTT BELOVIN and MTKMFL INC, a Florida Corporation (the "Company"), located at 2710 SW 39th Terrace, Cape Coral, Florida 33914, on January 1, 2012.

The Board of Directors and Shareholders for MTKMFL INC adopted and approved the Amended & Restated Articles effective January 1, 2012.