

PO9000062501

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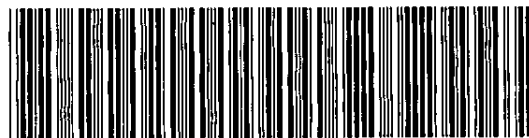
(Business Entity Name)

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Amended
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2884 MAR - 6 PM 4: 39

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

14 MAR - 6 AM 4: 19

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OTR
3/7/14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 043054 4305611

AUTHORIZATION

COST LIMIT : \$35.00

[Handwritten signature]

ORDER DATE : March 6, 2014

ORDER TIME : 12:41 PM

ORDER NO. : 043054-005

CUSTOMER NO: 4305611

DOMESTIC AMENDMENT FILING

NAME: LIVOST TECHNOLOGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LIVOST TECHNOLOGIES, INC.**

FILED
2014 MAR -6 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes, acknowledges and files with the Florida Department of State the following First Amended and Restated Articles of Incorporation (these "**Articles**") of Livost Technologies, Inc., a Florida corporation (the "**Corporation**"), under and pursuant to the Florida Business Corporation Act (the "**Act**").

1. **Name.** The name of the Corporation is Livost Technologies, Inc.
2. **Principal Office; Address.** The principal place of business and mailing address of the Corporation shall be 10474 NW 31st Terrace, Doral, Florida 33172.
3. **Term of Existence.** The Corporation shall have perpetual existence, unless sooner dissolved.
4. **Authorized Shares.** The total number of shares of capital stock which the Corporation shall have authority to issue is 100,000, of which: (a) 90,000 shares shall be designated as Voting Common Stock, no par value per share, and shall have rights to vote, as specified herein (the "**Voting Common Stock**"); and (b) 10,000 shares shall be designated as Non-Voting Common Stock, no par value per share, and shall not generally have voting rights, as specified herein (the "**Non-Voting Common Stock**", and together with the Voting Common Stock, the "**Common Stock**").
 - A. **Voting Rights.** Each holder of record of Voting Common Stock shall be entitled to vote on each matter submitted to a vote of the shareholders of the Corporation, including the election of directors, and shall have the right to one vote for each share of Voting Common Stock outstanding in the name of such holder on the books of the Corporation. Except as otherwise required by the Act, the holders of record of Non-Voting Common Stock shall not be entitled to vote on any matter submitted to a vote of the shareholders of the Corporation. There shall be no cumulative voting.
 - B. **Dividends.** The holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the board of directors of the Corporation may determine in its sole discretion, with holders of Voting Common Stock and Non-Voting Common Stock sharing pro rata in such dividends.
 - C. **Liquidation.** Upon the liquidation of the Corporation, after the payment or provision for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to share on a pro rata basis in the remaining assets of the Corporation available for distribution.
5. **Board of Directors.** All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its board of directors.
6. **Indemnification.** Except as otherwise expressly required by the Act or other applicable law, no director shall be personally liable to the Corporation or its shareholders for any acts or omissions in connection with serving as a director of the Corporation. No amendment to or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any

director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment. Any repeal or modification of the foregoing provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The Corporation shall indemnify to the fullest extent permitted by the Act and other applicable law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation.

7. **Amendments.** The power to adopt, alter, amend or repeal these Articles shall be vested in the shareholders. The board of directors of the Corporation may not alter, amend or repeal any provision of these Articles without the prior affirmative vote or written consent of the shareholders.

Exhibit A
ARTICLES OF RESTATEMENT
OF
LIVOST TECHNOLOGIES, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, LIVOST TECHNOLOGIES, INC. (the "Corporation") does hereby amend and restate its Articles of Incorporation as heretofore amended.

1. The name of the corporation is Livost Technologies, Inc.
2. The text of the First Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

* * * * *

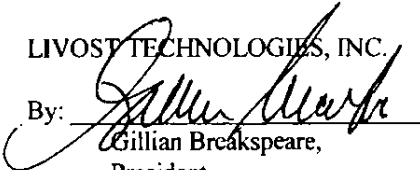
CERTIFICATE

It is hereby certified that:

1. The annexed First Amended and Restated Articles of Incorporation contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. Articles 1 through 7 of the Articles of Incorporation of the Corporation are hereby amended so as henceforth to read as set forth in the First Amended and Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendment and restated was February 24, 2014.
4. Only one voting group of shareholders was entitled to vote on the said amendment and restatement.
5. The number of votes cast for the said amendment and restatement by the said voting group of shareholders was sufficient for the approval thereof.
6. The effective time and date of these Articles of Restatement shall be at 12:01 a.m. on March 1, 2014.

Executed on March 5, 2014.

LIVOST TECHNOLOGIES, INC.

By: 

Gillian Breakspeare,
President