

To: Darlene
Subject: 000166.109673

From: Ashley Smith

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Division of Corporations

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PO9000064536

Florida Department of State
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LIVING WITH ART, KITCHENS AND BATHROOMS, INC.

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*Amend & Restated
Art.*

09-17-09 Doc

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ATTN: Darlene



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September 2, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations
LIVING WITH ART, KITCHENS AND BATHROOMS, INC.
4050 NW 9TH AVENUE
OAKLAND PARK, FL 33309

SUBJECT: LIVING WITH ART, KITCHENS AND BATHROOMS, INC.
REF: P09000064536

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

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Darlene Connell
Regulatory Specialist II

FAX Aud. #: H09000193187
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CERTIFICATE OF CORPORATE RESOLUTIONS

The undersigned, being the sole Director of LIVING WITH ART, KITCHENS AND BATHROOMS, INC., a Florida corporation (the "Company"), hereby certifies to the following:

1. The Company is a duly formed, validly existing corporation in good standing under the laws of the State of Florida.
2. Attached thereto as Exhibit "A" is the true, complete, and correct copy of the Articles of Incorporation of the Company, filed July 29, 2009, with the Florida Secretary of State bearing document number P09000064536 (the "Articles").
3. Steven Wolf was named in the Articles as the initial Director of the Company.
4. Steven Wolf has resigned as initial Director of the Company and Eric Wolf has been appointed as the initial Director of the Company.
5. Attached hereto as Exhibit "B" is a true, complete and correct copy of an Amended and Restated Articles of Incorporation of the Company (the "Amended Articles") which is proposed to be filed with the Florida Secretary of State.
6. At a special meeting of the Shareholders and Directors of the Company, duly and regularly held in accordance with its Articles of Incorporation on September 2, 2009, at which a quorum was present and voting, the following resolutions were adopted, and the same have not been revoked, canceled, annulled, or amended in any manner and are in full force and effect on the date hereof:

RESOLVED: That the Company accept the resignation of Steven Wolf, as initial Director of the Company; and

RESOLVED: That the Company approves, consents to and hereby ratifies the appointment of Eric Wolf as a Director of the Company; and

RESOLVED: That the Amended Articles are hereby approved, ratified and adopted by the Company and the Company is directed to file the Amended Articles with the Florida Secretary of State.

RESOLVED: That changes in the Articles, as reflected by the Amended Articles, may be adopted solely by the Board of Directors of the Company and do not contain any amendment requiring shareholder approval.

IN WITNESS WHEREOF, the undersigned, constituting the sole Director of the Company, has executed this Certificate of Corporate Resolutions to confirm the agreement, consent and affirmation to each of the Resolutions by the Company as set forth herein as of the 2nd day of September, 2009.


ERIC WOLF

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EXHIBIT "B"

Amended and Restated Articles of Incorporation

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIVING WITH ART, KITCHENS AND BATHROOMS, INC.**

ARTICLE I

This Amended and Restated Articles of Incorporation is being filed to amend, restate and supercede (in its entirety) the Articles of Incorporation filed July 29, 2009, with the Florida Secretary of State bearing document number P09000064536.

ARTICLE II

The name of the corporation is **LIVING WITH ART, KITCHENS AND BATHROOMS, INC.**, and its mailing address is 5801 Congress Avenue, Boca Raton, Florida 33487 and principal place of business is 4050 NW 9th Avenue, Oakland Park, Florida 33309.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

ARTICLE IV

The corporation is authorized to issue one thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) each.

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ARTICLE V

The street address of the initial registered office of the corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the corporation at that address is Geoffrey S. Mombach.

ARTICLE VI

The corporation shall have initially one (1) director. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial director of the corporation is:

Eric Wolf
5801 Congress Avenue
Boca Raton, Florida 33487

ARTICLE VII

The name and address of the person signing these Articles is: Geoffrey S. Mombach, 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394-3079.

ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLE IX

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

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ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

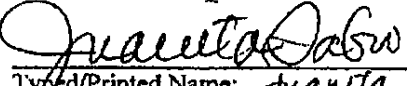
IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Incorporation, this 16 day of September, 2009.


Eric Wolf

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing Amended and Restated Articles of Incorporation was acknowledged before me this 15 day of September, 2009, by Eric Wolf, who is personally known to me.




Typed/Printed Name: Juanita Sabio
Notary Public - State of Florida
Commission Expires: 3/21/10
Commission Number: DD 530933

I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon **LIVING WITH ART, KITCHENS AND BATHROOMS, INC.**, a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 16 day of September, 2009.


Geoffrey S. Mombach

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THIS INSTRUMENT PREPARED BY:

Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 East Broward Boulevard
Suite 1950
Fort Lauderdale, Florida 33394
Florida Bar No. 355976
(954) 467-2200

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