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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CONSULTATIO REAL ESTATE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
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*Amended & Restated*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CONSULTATIO REAL ESTATE, INC.  
(A Florida Corporation)**

FILED  
12 JUN 11 AM 10:34

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 **CONSULTATIO REAL ESTATE, INC.**, (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was September 1, 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 June 11, 2012, 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 to read as follows:

**ARTICLE I  
NAME**

The name of the corporation is **CONSULTATIO REAL ESTATE, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 1395 Brickell Avenue, Suite 950, Miami, Florida 33131.

**ARTICLE III  
PURPOSE**

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.

**ARTICLE IV  
DURATION**

The Corporation shall exist perpetually unless dissolved according to law.

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**ARTICLE V**  
**CAPITAL STOCK**

**Authorized Shares.** This Corporation is authorized to issue two classes of common stock to be designated, respectively, "Class A Common Stock" and "Class B Common Stock". The total number of shares of common stock which the Corporation shall be authorized to issue shall be two million (2,000,000) shares consisting of (i) one million (1,000,000) shares of Class A Common Stock, par value \$0.0001 per share (the "Class A Stock"), and (ii) one million (1,000,000) shares of Class B Common Stock, par value of \$0.0001 per share (the "Class B Stock").

1. **General.** Except as otherwise expressly provided herein, all shares of Class A Stock and Class B Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

2. **Voting.** Each holder of record shall be entitled to one vote for each share of Class A Stock or Class B Stock standing in such holder's name on the books of the Corporation. However, the following matters shall require the approval of the holders of at least a majority of the Class B Stock voting as a separate class:

(a) to amend, alter or repeal, whether by merger, reclassification or otherwise, any provision of the articles of incorporation, bylaws or other organizational documents of the Corporation or any of its subsidiaries, except in order to comply with any applicable laws;

(b) to make any filing with the Secretary of State of the State of Florida containing any provision which would adversely affect or otherwise impair the rights of the holders of Class B Stock;

(c) to effect any amalgamation, reorganization, merger, consolidation or other business combination with or into one or more other entities;

(d) to take any action to effect a voluntary liquidation, dissolution or winding up of the Corporation or any of its subsidiaries;

(e) to (i) redeem, repurchase, retire or otherwise acquire any securities (whether debt, equity, equity-linked or derivative securities) of the Corporation or any of its subsidiaries, or (ii) amend, alter or repeal the terms of such securities;

(f) to declare or make any dividend on or with respect to any capital stock of the Corporation or any of its subsidiaries, or otherwise distribute to stockholders any assets or property of the Corporation or any of its subsidiaries; or

(g) take any action, directly or indirectly, in contemplation of any of the foregoing.

3. **Dividends.** Subject to applicable law, the holders of shares of Class A Stock or Class B Stock shall be entitled to receive dividends out of funds legally available therefor at such times

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and in such amounts as the Board of Directors may determine, with each share of Class A Stock or Class B Stock sharing equally, share for share, in such dividends.

4. Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of Class A Stock and Class B Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the common stock in the event of dissolution, liquidation, or winding up, the full preferential amounts to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

#### **ARTICLE VI** **REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 515 East Park Avenue, Tallahassee, Florida 32301. The name of the Corporation's registered agent at that office is NRAI Services, Inc.

#### **ARTICLE VII** **BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall consist of five (5) persons. Three (3) directors will be elected by a majority of the holders of Class A Stock voting as a separate class and two (2) directors will be elected by a majority of the holders of Class B Stock voting as a separate class. The names and addresses of the members of the initial Board of Directors who will serve as the Corporation's directors until their successor(s) are duly elected and qualified are:

Eduardo F. Costantini  
1395 Brickell Avenue, Suite 950  
Miami, Florida 33131

Cristian H. Costantini  
1395 Brickell Avenue, Suite 950  
Miami, Florida 33131

Jose Chouhy  
1395 Brickell Avenue, Suite 950  
Miami, Florida 33131

Mariana Costantini  
1395 Brickell Avenue, Suite 950  
Miami, Florida 33131

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Marcos Corti Maderna  
1395 Brickell Avenue, Suite 950  
Miami, Florida 33131

**ARTICLE VIII**  
**INDEMNIFICATION**

This Corporation shall indemnify the officers and directors of the Corporation to the fullest extent permitted by law.

*[Signatures to follow]*

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 11<sup>th</sup> day of June, 2012.

CONSULTATIO REAL ESTATE, INC., a  
Florida corporation

By: 

Name Eduardo F. Costantini

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 **CONSULTATIO REAL ESTATE, INC.**, 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.

11<sup>th</sup> IN WITNESS WHEREOF, the undersigned has executed this Certificate this June 2012.

NRAI SERVICES, INC., as Registered Agent

By: Katie Wonsch

Name: Katie Wonsch

Title: Assistant Secretary