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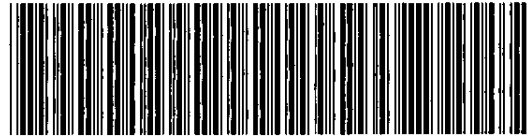
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
G&L MANAGING ASSOCIATES AT CALABRIA CORP.**

Pursuant to the provisions of Florida Statutes Sections 607.1002, 607.1006 and 607.1007, G&L Managing Associates at Calabria Corp., a Florida Corporation (the "Corporation"), hereby certifies as follows and adopts the following Amended and Restated Articles of Incorporation:

1. The name of the Corporation is G&L Managing Associates at Calabria Corp. and the Corporation was formed on August 3, 2011 by the filing of Articles of Incorporation with the Department of State under Document Number P11000069614.

2. These Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Incorporation from the date of the Corporation's original incorporation through the date hereof.

3. These Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Corporation's directors pursuant to Section 607.1002 of the Florida Business Corporation Act on the 4th day of August, 2011 and contain amendments that do not require shareholder approval.

ARTICLE I - NAME

The name and the principal place of business of this Corporation shall be:

G&L Managing Associates at Calabria Corp.
1986 NE 149th Street
North Miami, Florida 33181

The mailing address of this Corporation shall be:

G&L Managing Associates at Calabria Corp.
P.O. Box 610338
North Miami, Florida 33261

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ARTICLE II - NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$ 0.01 per share.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered office of this Corporation in the State of Florida and the name of the registered agent of this Corporation at such offices are:

Rafael Sanchez-Aballi, Esq.
2506 Ponce de Leon Blvd.
Coral Gables, Florida 33134

ARTICLE VI - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors. The number of directors may be increased or decreased as provided in the Bylaws of the Corporation.

ARTICLE VII - NAME AND STREET ADDRESS OF DIRECTORS AND OFFICERS

The name and street address of the members of the Board of Directors and the officers of the Corporation who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Office</u>	<u>Street Address</u>
Jose A. Guzman	Director	1986 NE 149 th Street North Miami, Florida 33181
Juan A. Larrain	Director	1986 NE 149 th Street North Miami, Florida 33181
Nicolas Guzman	President	1986 NE 149 th Street North Miami, Florida 33181
Francisco A. Silva	Vice President, Secretary	1986 NE 149 th Street North Miami, Florida 33181
Francisco J. Tagle	Vice President	1986 NE 149 th Street North Miami, Florida 33181

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a shareholder, director, officer or employee of the Company, or is or was serving at the request of the company as a shareholder, director, manager, officer or employee of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, to the fullest extent permitted by law.

Executed on the 4th day of August, 2011.

G&L MANAGING ASSOCIATES AT CALABRIA CORP.

a Florida corporation

By: _____

Nicolas Guzman, President

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, G&L MANAGING ASSOCIATES AT CALABRIA CORP. having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2506 Ponce de Leon Blvd., Coral Gables, Florida 33134, has named Rafael Sanchez-Aballi, Esq., located thereat as its registered agent to accept service of process within this state.

G&L MANAGING ASSOCIATES AT CALABRIA CORP.

a Florida corporation

By: _____

Nicolas Guzman, President

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____

Rafael Sanchez-Aballi, Esq.