

Pl 6000000791

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H16000045353 3)))



H160000453533ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)205-8842
Fax Number : (850)878-5368

**Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.

Email Address: _____

2016 FEB 22 A 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
REGALIA DIPLOMAT INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

RECEIVED

16 FEB 22 PM 3:26

RECEIVED
FEB 22 2016
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

T LEMIEUX

FEB 23 2016

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REGALIA DIPLOMAT INC.**

The undersigned, Joao Woiler, being the duly elected President of REGALIA DIPLOMAT INC., a Florida corporation (the "Corporation"), hereby states as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on January 5, 2016, under Document No. P16000000791.

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is "REGALIA DIPLOMAT INC."

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The current principal office and mailing address of the Corporation are 2750 NE 185th Street, Suite 201, Aventura, Florida 33180.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is to carry on and transact and to engage in any and all lawful acts, activities and/or businesses for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Stock</u>
100	\$0.01	Class A Voting Common
100	\$0.01	Class B Non-Voting Common

2016 FEB 22 A 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The holders of the Class A Voting Common stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in Section 607.1004 of the Florida Business Corporation Act).

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the current registered office of the Corporation is 2750 NE 185th Street, Suite 201, Aventura, Florida 33180, and the name and address of the current registered agent of the Corporation are Guy Martin, 2750 NE 185th Street, Suite 201, Aventura, Florida 33180.

ARTICLE VII - TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE VIII - BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the By-laws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX - INDEMNIFICATION

A. A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit.

B. If the Florida Business Corporation Act hereafter is amended or interpreted to authorize the further elimination or limitation of the liability of directors

and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as so amended or interpreted.

C. The Corporation shall indemnify any director or officer, or any former director or officer, of the Corporation to the fullest extent permitted by law.

D. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE X - AMENDMENT

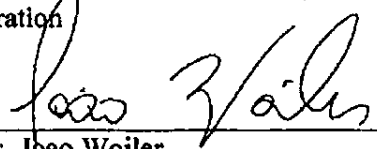
The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

3. The amendment and restatement of the Articles of Incorporation of the Corporation contains amendments requiring Board of Director approval and, accordingly, such amendments, and such amendment and restatement of the Articles of Incorporation, have been duly and unanimously authorized and directed by the Joint Unanimous Written Consent of the Board of Directors of the Corporation dated as February 17, 2016. The number of votes cast for such amendments, and amendment and restatement of, the Articles of Incorporation, was sufficient for approval. Such amendment and restatement of the Articles of Incorporation of the Corporation supersedes the original Articles of Incorporation of the Corporation.

4. The effective date of the Amendment and Restatement of the Articles of Incorporation shall be February 17, 2016.

IN WITNESS WHEREOF, the undersigned, on behalf of the Corporation, has executed this Amended and Restated Articles of Incorporation of the Corporation on the date first above-written.

REGALIA DIPLOMAT INC., a Florida
corporation

By: 
Name: Joao Woiler
Title: President

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, Guy Martin, which has been designated in the foregoing Amended and Restated Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: February 17, 2016.

A handwritten signature in black ink, appearing to read 'G. Martin', is written over a horizontal line.

Guy Martin, Registered Agent