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Florida Department of State  
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P.002/005



January 29, 2018

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

LMG INTERNATIONAL, INC.  
9086 CAPISTRANO ST. N, UNIT 5610  
NAPLES, FL 34113

SUBJECT: LMG INTERNATIONAL, INC.  
REF: P17000099457

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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 Amended & Restated Articles are filed pursuant to 607.1007, Florida Statutes.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

FAX Aud. #: H18000031939  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LMG INTERNATIONAL, INC.**

These Amended and Restated Articles of Incorporation are duly executed and are being filed in accordance with Sections 607.1001, 607.1003, and 607.1007, Florida Statutes.

**RECITALS**

In accordance with Sections 607.0202, Florida Statutes, the original Articles of Incorporation of LMG International, Inc. (the "Corporation") were submitted to, and filed with, the Florida Department of State on December 18, 2017, with an effective date of January 1, 2018, in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act").

By adopting the following Amended and Restated Articles of Incorporation in accordance with Sections 607.1001, Florida Statutes, the Corporation is integrating into a single instrument all provisions of its articles of incorporation, as heretofore amended and now in effect, and, at the same time, is further amending its articles of incorporation, as heretofore amended and now in effect:

**ARTICLE I - NAME**

In accordance with Sections 607.0202(1)(a) and 607.0401, Florida Statutes, the name of the corporation is, and always has been, **LMG INTERNATIONAL, INC.**

**ARTICLE II - ADDRESS**

In accordance with Section 607.0202(1)(b), Florida Statutes, both the mailing address and street address of the principal office of the Corporation are 9086 Capistrano St. N, Unit 5610, Naples, Florida 34113.

**ARTICLE III - CAPITAL STOCK**

In accordance with Section 607.0202(1)(c), Florida Statutes, the maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having \$1.00 par value per share.

**ARTICLE IV - PREEMPTIVE RIGHTS**

In accordance with Sections 607.0202(1)(d) and 607.0630, Florida Statutes, the Corporation elects to have preemptive rights.

Each shareholder of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable

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opportunity to exercise that right, to acquire proportional amounts of the Corporation's authorized but unissued shares and treasury shares upon the decision of the board of directors to issue them.

A shareholder may waive his or her preemptive right. A waiver evidenced by a signed writing is irrevocable even though it is not supported by consideration.

#### **ARTICLE V – NUMBER OF DIRECTORS**

As allowed by Section 607.0803, Florida Statutes, the number of members of the board of directors of the Corporation shall be two (2), and this number may be increased or decreased, from time to time, without further amending the articles of incorporation of the Corporation, by the action of the holders of a simple majority of the outstanding shares of the stock of the Corporation.

#### **ARTICLE VI – APPOINTMENT OF DIRECTORS**

As allowed by Section 607.0202(2)(a), Florida Statutes, the name and address of the directors are:

JEFFREY M. GENTILE  
9086 CAPISTRANO ST. N, UNIT 5610  
NAPLES, FLORIDA 34113

NANCY E. GENTILE  
9086 CAPISTRANO ST. N, UNIT 5610  
NAPLES, FLORIDA 34113

#### **ARTICLE VII – SHAREHOLDER ACTION WITHOUT A MEETING**

As allowed by Section 607.0704(1), Florida Statutes, the shareholders of the Corporation may take action without a meeting, without prior notice, and without a vote if the action is taken by shareholders who possess not less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon are present and voted.

#### **ARTICLE VIII – DIRECTOR ACTION WITHOUT A MEETING**

As allowed by Section 607.0821(1), Florida Statutes, the board of directors of the Corporation may take unanimous action without a meeting, without prior notice, and without a vote if such action is evidenced by one or more written consents describing the action taken and signed by all directors.

#### **ARTICLE IX – REGISTERED OFFICE AND AGENT**

In accordance with Section 607.0202(1)(e), Florida Statutes, the name and Florida street address of the registered agent are:

DONALD W. WALLIS  
780 NORTH PONCE DE LEON BLVD.  
ST. AUGUSTINE, FLORIDA 32084

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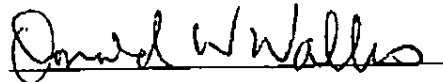
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In accordance with Section 607.0501(3), Florida Statutes, the above named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: January 26, 2018


Registered Agent Signature:



IN WITNESS WHEREOF, and in accordance with Section 607.1007(5), Florida Statutes, these Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

In accordance with Sections 607.1006(5) and 607.1007(4)(a) of the Act, these Amended and Restated Articles of Incorporation were adopted by the board of directors of the Corporation without shareholder action, and shareholder action was not required.

In accordance with Sections 607.1001 and 607.1003, Florida Statutes, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 26<sup>th</sup> day of January, 2018.

  
JEFFREY M. GENTILE