

P93000041620

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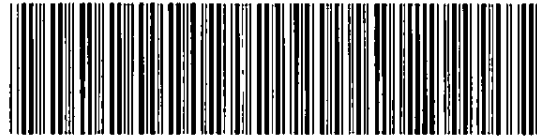
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2023 FEB 17 PM 2:08

TALLAHASSEE, FL

RECEIVED

2023 FEB 17 AM 11:55

DIRECTOR'S OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 2/22/2023



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 02/17/2023

Name: Merritt Walker

Reference #: 1910858

Entity Name: ROLLING SHIELD INCORPORATED

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

**PLEASE RETAIN THE ORIGINAL DATE OF
SUBMISSION, 2/17/2023**

Authorized Amount: \$43.75

Signature: mw



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 20, 2023

COGENCY GLOBAL

SUBJECT: ROLLING SHIELD INCORPORATED
Ref. Number: P93000041620

RECEIVED
2023 FEB 21 AM 11:47
TALLAHASSEE, FLORIDA

We have received your document for ROLLING SHIELD INCORPORATED and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden
Regulatory Specialist II

Letter Number: 523A00004052

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROLLING SHIELD INCORPORATED
(A Florida Corporation)**

FILED
2023 FEB 17 PM 2:08
TALLAHASSEE, FL

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 **ROLLING SHIELD INCORPORATED** (the "**Corporation**"). The date of filing the original Articles of Incorporation with the Secretary of State was June 7, 1993, as further amended. The document number assigned to the Corporation by the Florida Department of State is No.: P93000041620.

2. The Amended and Restated Articles of Incorporation were unanimously adopted and approved by all of the members of the Board of Directors and the sole Shareholder of the Corporation on February 17, 2023 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 as follows:

**ARTICLE I
Name of Corporation**

The name of the corporation is ROLLING SHIELD INCORPORATED.

**ARTICLE II
Address of Corporation**

The principal place of business and mailing address of the Corporation is:

9875 NW 79th Avenue
Hialeah Gardens, Florida 33016

**ARTICLE III
Purpose**

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended from time to time.

**ARTICLE IV
Duration**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V
Capital Stock**

This Corporation shall have the authority to issue five hundred (500) shares of common stock with each share having a par value of \$0.01 per share.

ARTICLE VI
Registered Agent and Office

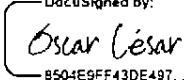
The street address of the Corporation's registered office is 115 N. Calhoun Street, Suite 4, Tallahassee, FL 32301. The name of the Corporation's registered agent at that office is Cogency Global Inc.

ARTICLE VII
Indemnification

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Florida Business Corporation Act and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

* * * * *

IN WITNESS WHEREOF, the undersigned duly authorized representative of the Corporation executed these Amended and Restated Articles of Incorporation this 17th day of February, 2023.

DocuSigned by:

8504E9FF43DE497.
By: _____
Name: Óscar Cesar Pleguezuelos
Title: President

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 **ROLLING SHIELD INCORPORATED**, 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.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 17th day of February, 2023.

COGENCY GLOBAL INC. , as Registered
Agent

By: Merritt Walker
Name: Merritt Walker
Title: Asst. Secretary