

APR 30 2007 4:34 PM

TRENAM KEMKER

NO. 7832 P. 1

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SECURE ENVIRONMENTAL ELECTRONICS RECYCLING, INC.

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONS

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**CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SECURE ENVIRONMENTAL ELECTRONICS RECYCLING, INC.**

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07 APR 30 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secure Environmental Electronics Recycling, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation, in accordance with the requirements of Sections 607.1006 and 607.1007, Florida Statutes, does hereby, by and through the undersigned officer, its President, certify as follows:

1. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede the Corporation's Articles of Incorporation filed on July 8, 1993 and all amendments thereto.
2. The Amended and Restated Articles of Incorporation of the Corporation filed together herewith contain amendments to the Corporation's existing Articles of Incorporation that require the approval of the holders of the Corporation's voting common stock.
3. The amendments to the Corporation's existing Articles of Incorporation being effected by the Amended and Restated Articles of Incorporation are as follows:
 - (a) Article I confirms the present the name of the Corporation.
 - (b) Article II is amended to set forth the current Principal Office and Mailing Address of the Corporation.
 - (c) Article VI is amended to change the current provisions concerning directors by adjusting the permitted number of directors, addressing powers, quorum, meetings and removal of directors
 - (d) The existing Article X is deleted.
 - (e) Article XI is amended to set forth a new Registered Office and Agent.

The Amended and Restated Articles of Incorporation and the amendments contained therein were unanimously approved and adopted by the holders of the Corporation's voting common stock on April 27, 2007, in accordance with Section 607.1003, Florida Statutes.

The Amended and Restated Articles of Incorporation filed together herewith constitute the Amended and Restated Articles of Incorporation of the Corporation as approved by the shareholders and the Board of Directors of the Corporation.

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APR. 30. 2007 1:35PM

TRENAM, KEMKER

NO. 7832 P. 3

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IN WITNESS WHEREOF, SECURE ENVIRONMENTAL ELECTRONICS
RECYCLING, INC. has caused this Certificate to be executed and acknowledged by its President
this 27 day of April, 2007.

SECURE ENVIRONMENTAL
ELECTRONICS RECYCLING, INC.

By: 

Max Zalkin, President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SECURE ENVIRONMENTAL ELECTRONICS RECYCLING, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, Secure Environmental Electronics Recycling, Inc., a Florida corporation ("Corporation"), hereby amends and restates its Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the Corporation is:

Secure Environmental Electronics Recycling, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office, if known, and a mailing address of the Corporation are as follows:

Principal Office

6902 7th Avenue East
Tampa, Florida 33619

Mailing Address

Same

ARTICLE III - COMMENCEMENT AND DURATION

The Corporation shall commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - AUTHORIZED SHARES

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

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The shares of stock may be issued for such consideration, having a value not less than the par value, if any, of the shares issued therefore, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

ARTICLE VII- INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

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ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE X - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 6902 7th Avenue East, Tampa, Florida 33619, and the name of the registered agent of the Corporation at that address is Max Zalkin.

IN WITNESS WHEREOF, the undersigned officer hereby executes these Amended and Restated Articles of Incorporation this 27 day of April, 2007.



Max Zalkin, President

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SECURE ENVIRONMENTAL ELECTRONICS RECYCLING, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 27 day of April, 2007.



Max Zalkin

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