

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

P93000062639

FILING COVER SHEET  
ACCT. #FCA-14

99 DEC 17 PM 3:36  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 12/17/99

REF. #: 0150.9583

100003073671-3  
-12/17/99--01042--019  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

CORP. NAME: Quest Technologies, Inc.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                            | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: <u>Restated</u>      |   |  |

C. COULLIETTE DEC 22 1999

STATE FEES PREPAID WITH CHECK# 6619 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- ☐ CERTIFIED COPY      ☐ CERTIFICATE OF GOOD STANDING  
☐ CERTIFICATE OF STATUS

☒ PLAIN STAMPED COPY

Examiner's Initials \_\_\_\_\_

RECEIVED  
59 DEC 17 AM 11:28  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 20, 1999

CCRS

TALLAHASSEE, FL

SUBJECT: QUEST TECHNOLOGIES, INC.  
Ref. Number: P93000062639

RECEIVED  
99 DEC 21 PM 4:02  
DEPARTMENT OF STATE  
TALLAHASSEE, FL

We have received your document for QUEST TECHNOLOGIES, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(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.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 487-6903.

Cheryl Coulliette

Document Specialist

Letter Number: 699A00059522

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
QUEST TECHNOLOGIES, INC.**

**FILED**  
**99 DEC 17 PM 3:36**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

The name of the corporation is QUEST TECHNOLOGIES, INC.

**ARTICLE II**

The period of its duration is perpetual

**ARTICLE III**

The date and time of the commencement of the corporate existence shall be September 8, 1993, the date of the filing of the original Articles with the Department of State for the State of Florida.

**ARTICLE IV**

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act of the State of Florida.

**ARTICLE V**

This Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

**ARTICLE VI**

The number of directors constituting the Board of Directors of the Corporation is a minimum of one (1). The number of directors may be increased or diminished from time to time, pursuant to the Bylaws of the Corporation, but shall never be less than one (1).

**ARTICLE VII**

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

8180 Doral Boulevard  
Suite 402  
Miami, Florida 33166

## **ARTICLE VIII**

The By-Laws of the Corporation may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any by-laws adopted by the shareholders if the Shareholders specifically provide that such bylaws are not subject to amendment or repeal by the directors.

## **ARTICLE IX**

### **SECTION 1. INDEMNIFICATION**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

### **SECTION 2. DIRECTORS AND OFFICERS INSURANCE**

The Corporation shall have power to purchase and maintain insurance on behalf of any person who was or is a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under the law.

## **ARTICLE X**

These Amended and Restated Articles of Incorporation have been authorized and adopted by all of the shareholders of the Corporation by that certain Unanimous Joint Written Consent Action of the Board of Directors and Shareholders of Quest Technologies, Inc., dated December 3, 1999. The number of votes cast by the shareholders to authorize and adopt these Amended and Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, Quest Technologies, Inc. has caused these Articles to be signed in its name by its President and its Secretary this 3<sup>rd</sup> day of December, 1999.

QUEST TECHNOLOGIES, INC.

By: \_\_\_\_\_

Leonardo D. Adames, President

By: \_\_\_\_\_

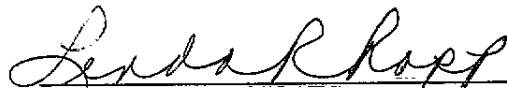
Jessica B. Adames, Secretary

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgements, Leonardo D. Adames, known to me to be the President of Quest Technologies, Inc., a corporation organized and existing under the laws of the State of Florida and acknowledged that he executed the above and foregoing Articles of Restatement to Articles of Incorporation of Quest Technologies, Inc. as such officer for and on behalf of the Corporation after having been duly authorized to do so.

WITNESS my hand and official seal this 3<sup>rd</sup> day of December, 1999.



Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL LINDA R RAPP NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC595953 MY COMMISSION EXP. NOV 8, 2000
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