

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.

(((H10000215264 3)))



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:

: ARNOLD MATHENY & EAGAN, P.A. Account Name

Account Number: I2000000141 Phone

: (407)841-1550

Fax Number

: (407)841-8746

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

# COR AMND/RESTATE/CORRECT OR O/D RESIGN RAMCO TRANSPORT, INC.

7 7 7	PH 8: 00	OF STATE FLORIDA
RECEI	SEP 30	ECHETATY

Certificate of Status Certified Copy Page Count 04 Estimated Charge \$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

9/30/2010

https://efile.sunbiz.org/scripts/efilcovr.exe

#0597 P.002

(((H10000215264 3)))

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF RAMCO TRANSPORT, INC.

### **DOCUMENT NUMBER P94000003209**

# ARTICLES OF INCORPORATION ORIGINALLY FILED ON January 6, 1994

Pursuant to the provisions of section 607.1006, Florida Statutes, RAMCO TRANSPORT INC. adopts the following amended and restated Articles of Incorporation.

The Articles of Incorporation are amended and restated to eliminate Articles I to VII and to restate in its entirety as provided below.

### ARTICLE I

Name, Principal Place of Business, and Duration

The name of the Corporation is RAMCO TRANSPORT, INC. The principal place of business of the Corporation is 7235 Chelsea Harbour Drive, Orlando, FL 32829. The duration of the Corporation is perpetual.

#### ARTICLE II

#### Registered Office and Agent

The address of the registered office in the State of Florida is 7235 Chelsea Harbour Drive in the City of Orlando, County of Orange. The name of the registered agent at such address is SEERAM RAMLOCHAN.

## **ARTICLE III**

### Corporate Purposes, powers and Rights

- 1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.
  - 2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

(((H100002152643)))

09/30/2010 20:24

Ú

#0597 P.003

(((H10000215264 3)))

### <u>ARTICLE IV</u>

# Capital Stock

- 1. The total number of shares of capital stock which the Corporation has the authority to issue is One Hundred (100) shares of Common Stock ("Common Stock").
- 2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
- (a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
- In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.
- (c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon the shareholders.
- (d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.
- (e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation. To alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

  (((H100002152643)))

(((H10000215264 3)))

### ARTICLE V

### Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>

Address

SEERAM RAMLOCHAN

7235 Chelsea Harbour Drive

Orlando, FL 32829

CARY ADAMS

2713 Sheringham Rd.

Orlando, FL 32808

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

### ARTICLE VI

#### Board of Directors

- 1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.
- 2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.
- (b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.
- (c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name

A Advass

SEERAM RAMLOCHAN

7235 Chelsea Harbour Drive Orlando, FL 32829

(((H10000215264 3)))

#0597 P.005

09/30/2010 20:25

(((H10000215264 3)))-

### ARTICLE VII

#### Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for purpose of amending and restating the Articles of Incorporation of the Corporation as provided by the laws of the State of Florida and By-Laws of the Corporation. do, by executing this document, consent to and make, file and record these Amended and Restated Articles of Incorporation, and certify that the facts herein stated are true; and we have accordingly hereunto set our hands and seals on and as of the date set forth below.

Dated: September 29th, 2010.

# CERTIFICATE OF AMENDMENT AND RESTATEMEN

## RAMCO TRANSPORT, INC.

The undersigned officer of RAMCO TRANSPORT, INC., a Florida corporation, do hereby certify and attest that by Action by Written Consent, the Board of Directors and Shareholder of the Corporation unanimously voted and consented to amend and, as amended, restate Articles I through VII, inclusive, of the Articles of Incorporation of RAMCO TRANSPORT, INC. as set forth in the Amended and Restated Articles of Incorporation as of September 28, 2010, and executed by the President and Secretary of the Corporation.

Dated September 9911, 2010.

SEERAM RAMLOCHAN, President

and Secretary