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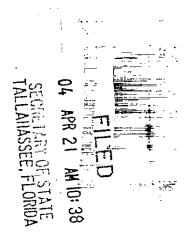
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## TT & BUC

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1 BOARD CERTIFIED - WILLS, TRUSTS AND ESTATES

<sup>2</sup> BOARD CERTIFIED - TAXATION

3 ALSO ADMITTED IN NEW YORK

4 ALSO ADMITTED IN NEW JERSEY AND PENNSYLVANIA

5 MASTERS OF LAW IN TAXATION

6 CERTIFIED PUBLIC ACCOUNTANT (NEW YORK)

FELLOW, AMERICAN COLLEGE OF TRUST AND ESTATE COUNSEL

April 14, 2004

Department of State **Division of Corporations** Corporate Filings P.O. Box 6327 Tallahassee, FL 32314

RE: D'ASIGN SOURCE & CO., INC.

Our File No. 12429.10

Dear Sir or Madam:

Enclosed please find the following documents pertaining to D'Asign Source & Co., Inc.:

- 1. Amended and Restated Articles of Incorporation;
- 2. Certificate Designating Place of Business or Domicile for the Service of Process;
- 3. Plan of Corporate Recapitalization; and
- 4. Joint Written Action of Shareholders and Directors.

Please file the above referenced documents and return confirmation of filing to us at your earliest convenience. We have enclosed a check payable to Department of State, in the amount of \$140.00, which represents the fee for filing the aforementioned documents.

If you have any questions, please do not hesitate to contact me.

Yours truly,

#### PRATT & BUCHER LLP

gennefer & Sakeri/CIF Jennifer E. Zakin

JEZ/arf

Enclosures

cc: Mr. Franco D'Ascanio (w/o enclosures)

Mr. Amedeo G. D'Ascanio (w/o enclosures)

Mr. Anthony A. D'Ascanio (w/o enclosures)

Mr. Eugenio DeSanctis (w/o enclosures)

David Pratt, Esq. (w/o enclosures)

#### AMENDED AND RESTATED

#### ARTICLES OF INCORPORATION

FILED

04 APR 21 AM 10:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

#### D'ASIGN SOURCE & CO., INC.

1. Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

#### ARTICLE I Name

The name of the corporation is D'Asign Source & Co., Inc.

## ARTICLE II <u>Duration</u>

This corporation shall have a perpetual existence, unless dissolved according to law.

## ARTICLE III Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Business Corporation Act of 1983.

## ARTICLE IV Capital Stock

The Corporation is authorized to issue one thousand (1,000) shares of no par value common stock which shall be designated "Common Voting Shares;" and ten thousand (10,000) shares of no par value common stock which shall be designated "Common Non-Voting Shares." The Common Voting Shares and Common Non-Voting Shares shall be entitled in all respects to equal rights and privileges except that each share of Common Voting Shares shall be entitled to one (1) vote and each share of Common Non-Voting Shares shall be Non-Voting stock.

## ARTICLE V Principal Office: Registered Office and Agent

The street address of the principal office and registered office of this corporation is 11500 Overseas Highway, Marathon, Florida 33050, and the name of the registered agent of this corporation at that address is Franco L. D'Ascanio.

#### ARTICLE VI Initial Board of Directors

1. This corporation shall have seven (7) directors. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Franco L. D'Ascanio P.O. Box 510404 431 2<sup>nd</sup> Street Key Colony Beach, Florida 33051

Anthony A. D'Ascanio P.O. Box 510327 204 South Angler Drive

Amedeo G. D'Ascanio P.O. Box 510777 11240 3<sup>rd</sup> Avenue Gulf Marathon, Florida 33050

Marathon, Florida 33050

Eugenio DeSanctis P.O. Box 510128 380 13<sup>th</sup> Street Key Colony Beach, Florida 33051 Robert Guerin 119 Pirates Cove Stirrup Key, Florida 33050

John Allen Daum, CPA 10512 SW 137th Place Miami, FL 33186

Duane Walker 1667 Sunrise Drive Big Pine Key, Florida 33043

- 2. The number of shares of the Corporation outstanding at the adoption was one hundred (100), and the number of shares entitled to vote thereon was one hundred (100).
- 3. The number of shares voted in favor of such Amendment was one hundred (100), and the number of shares voted against such Amendment was none.

- 4. These Amended Articles of Incorporation were adopted on the 15 day of 2003.
- 5. The holders of Common Shares shall exchange each share of such stock for ten (10) share of Voting Common stock and one hundred (100) shares of Non-Voting Common stock.
- 6. These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Res Articles of Incorporation on this /S day of Doce by , 2003.	tated
ATTEST:  FRANCO L. D'ASCANIO, President  (CORPORATE SEAL)	_
STATE OF FLORIDA: )	

COUNTY OF Move ) SS:

The foregoing instrument was acknowledged before me this 15 day of 200

The foregoing instrument was acknowledged before me this 12 day of 12 day of

Notary Public, State of Florida

My Commission Expires:

Commission #DD21750 Expires: Jun 25, 2007 Bonded Thru Atlantic Bonding Co., Inc.

G.\12429 10\Amended and Restated Articles.WPD

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

D'ASIGN SOURCE & CO., INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act: First--that D'ASIGN SOURCE & CO., Inc., desiring to organize under the laws of the State of Florida with its principal office at 11500 Overseas Highway, Marathon, Florida 33050, has named Franco L. D'Ascanio, located at 11500 Overseas Highway, Marathon, Florida 33050, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

FRANCO L. D'ASCANIO