

P96000013557



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((H03000063132 2)))

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : KATZ, BARRON, SQUITERO & FAUST, P.A.
Account Number : 072627002473
Phone : (305) 856-2444
Fax Number : (305) 285-9227

RECEIVED

03 FEB 27 PM 4:26

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 27 PM 4:26

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BASIC AMENDMENT

M.A.R. WATERPROOFING CONSULTANTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Amended & Restated with N/C

T BROWN FEB 28 2003



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 27, 2003

M.A.R. WATERPROOFING CONSULTANTS, INC.
PO BOX 526302
MIAMI, FL 33152

WDR

SUBJECT: M.A.R. WATERPROOFING CONSULTANTS, INC.
REF: F96000013557

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

PLEASE CORRECT THE DATE OF THE LAST AMENDMENT QUOTED IN THE HEADING, TO 01/21/97.

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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H03000063132
Letter Number: 203A00012729

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 26, 2003

M.A.R. WATERPROOFING CONSULTANTS, INC.
PO BOX 526302
MIAMI, FL 33152

SUBJECT: M.A.R. WATERPROOFING CONSULTANTS, INC.
REF: P96000013557

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H03000063132
Letter Number: 903A00012340

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FAX AUDIT NO. H03000063132

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
M.A.R. WATERPROOFING CONSULTANTS, INC.**

FILED
03 FEB 27 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on February 13, 1996;
Articles of Amendment to Articles of Incorporation
filed the Secretary of State of
the State of Florida on July 3, 1996 and January 21, 1997)

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE 1
NAME

The name of the corporation (the "Corporation") is: **M.A.R. CONTRACTING, INC.**

ARTICLE 2
PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

ARTICLE 3
PRINCIPAL OFFICE; REGISTERED OFFICE

The address of the principal office of the Corporation and the mailing address of the Corporation is 16200 SW 144 Avenue Miami, Florida 33177. The address of the registered office is Marcos A. Rodriguez, 16200 SW 144 Avenue Miami, Florida 33177.

FAX AUDIT NO. H03000063132

This instrument prepared by:

WILLIAM D. ROHRER, ESQ.

Katz, Barron, Squitiero & Faust, P.A.
2699 South Bayshore Drive, 7th Floor
Miami, Florida 33133

Feb-27-03

03:39pm

From-Katz Baron Squitiero & Faust, P.A.

3058540740

02/27/2003 THU 07:48 FAX 305 593 0230

T-998 P.005/007 F-592

FAX AUDIT NO. H03000063132

ARTICLE 4 CAPITAL STOCK

The total number of shares of stock the Corporation shall have authority to issue is 500 (Five Hundred) shares of common stock at \$1.00 par value per share.

ARTICLE 5 LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 6 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE 6 INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Article of Incorporation on February 27, 2003.

M.A.R. CONTRACTING, INC.

By: Marcos A. Rodriguez
Marcos A. Rodriguez, President

FAX AUDIT NO. H03000063132

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To-Katz Baron Squitiero & Faust, P.A. 305 593 0230

Feb-27-03

03:40pm

From-Katz Baron Squitara & Faust, P.A.

FAX 305 593 0992

3058540740

T-996 P.006/007 F-592

FAX AUDIT NO. H03000063132

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 27 day of February, 2003


Marcos A. Rodriguez

BALEDOCSN2150015C2PDC1246.WPD

FAX AUDIT NO. H03000063132

Feb-27-03

03:40pm

From-Katz Baron Squitiero & Faust, P.A.

3058540740

T-996 P.007/007 F-592

FAX AUDIT NO. H03000063132

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
M.A.R. WATERPROOFING CONSULTANTS, INC.**

M.A.R. WATERPROOFING CONSULTANTS, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is M.A.R. CONTRACTING, INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions for the change of the name from M.A.R. Waterproofing Consultants, Inc. to M.A.R. Contracting, Inc.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted, approved and recommended for shareholder approval by the Corporation's Board of Directors, and approved by the sole shareholder of the Corporation, by the unanimous written consent of the directors and sole shareholder of the Corporation dated February 27, 2003, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of February 27, 2003.

M.A.R. WATERPROOFING CONSULTANTS, INC.

By: 

Marcos A. Rodriguez

FAX AUDIT NO. H03000063132

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