

P96000044111

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

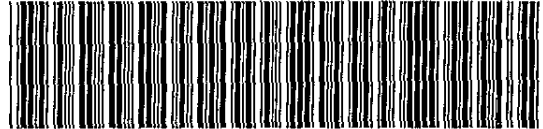
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800024987588

11/26/03--01039--022 \*\*\$2.50

FILED  
03 NOV 26 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000044111  
SP. Comm. 2/15/04  
11/26/03  
\*Cert. Copy  
\*Cert. of Status



701 BRICKELL AVENUE  
SUITE 1900  
MIAMI, FLORIDA 33131

(305) 789-2711  
FAX: (305) 537-3911  
CARLOS.LACASA@RUDEN.COM

November 24, 2003

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

Re: G.D.P. Investments, Inc. Amended and Restated Articles  
of Incorporation

Dear Sirs:

Enclosed please find the following items:

1. Certificate to Amended and Restated Articles of Incorporation of G.D.P. Investments, Inc.
2. Amended and Restated Articles of Incorporation of G.D.P. Investments, Inc.

Kindly file these documents on behalf of the corporation and return a certified copy and certificate of status to us at the address listed in the header above. Enclosed with this letter, is a check in the amount of \$52.50 which covers the cost of the filing, the certified copy and the certificate of status.

Very truly yours,



Carlos A. Lacasa

CAL/mgh

Enc.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
G.D.P. INVESTMENTS, INC.

The undersigned, as President and Director of G.D.P. Investments, Inc., pursuant to the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is G.D.P. INVESTMENTS, INC., (hereinafter referred to as "Company").

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Company is: 891 Harbor Drive, Key Biscayne, Florida, 33149.

ARTICLE III  
DURATION

The Company is to have perpetual existence commencing May 21, 1996.

ARTICLE IV  
PURPOSE

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

ARTICLE V  
CAPITAL STOCK

The Company is authorized to issue five hundred (500) shares of common stock of one (\$1.00) Dollar par value. The whole or any part of the capital stock of the Company shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Directors.

Each share of common stock shall be equal to every other share of common stock. The holders of shares of common stock shall be entitled to one vote for each share of common stock on each matter submitted to a vote of the shareholders of the Company.

FILED  
03 NOV 26 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI  
VOTING REQUIREMENTS

The Company shall not, without the vote or written consent of the holders of not less than eighty-one (81%) percent of the then outstanding shares of common stock:

- (1) Amend, alter, repeal or waive any provision of, or add any provision to the Articles of Incorporation or the Bylaws of the Company;
- (2) Authorize any reclassification or recapitalization of the capital stock of the Company;
- (3) Effect any liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary, or seek, consent to, or acquiesce in the appointment of a receiver, conservator or liquidator for any assets of the Company.

ARTICLE VII  
RESTRICTIONS ON SALE OR TRANSFER

A shareholder desiring to sell, convey, exchange, give, assign, grant an option, pledge, encumber or otherwise transfer in whole or in part, in any manner, any of its shares of the Company's stock or enter into any agreement to do any of the foregoing (the "Selling Shareholder") shall first give written notice (the "Notice") to the Company and the other shareholders of any such proposed transfer, which Notice shall state in detail the name and address of the proposed transferee, the number of shares, and all other material terms and conditions of such proposed transfer. The remaining shareholders shall have the exclusive option for an aggregate period of forty (40) days after receipt of the Notice in which to purchase the shares to be transferred at the price and upon the conditions stated in the Notice, and to the extent the remaining shareholders do not exercise said option, the Company shall have the exclusive option for a period of thirty (30) days next succeeding the expiration of the first forty (40) day option period to purchase the shares so proposed to be transferred at the price and upon the conditions stated in the Notice.

The right of the other shareholders to purchase the stock subject to the transfer shall be in the percentage their respective stock ownership bears to all the outstanding stock of the Company, exclusive of the shares owned by the Selling Shareholder. The above-mentioned options shall be exercised by giving written notice thereof to the Selling Shareholder, to the Company and to any other shareholder. To the extent that neither the Company nor the other shareholders elect to exercise the aforesaid options, then the Selling Shareholder shall be free, for an ensuing period of thirty (30) days from and after the expiration of the option periods provided herein, to consummate the transfer to the proposed third party transferee; provided, such transfer to such third party transferee shall be substantially on the same terms and conditions set forth in the Selling Shareholder's Notice to the Company and the other shareholders.


ARTICLE VIII  
REGISTERED OFFICE AND AGENT

The street address of the Company's registered office is: 701 Brickell Avenue, Suite 1900, Miami, Florida 33131. The name of the Company's registered agent at that office is Armando E. Lacasa.

IN WITNESS WHEREOF, the Shareholders having cast by unanimous written consent a sufficient number of votes to approve the amendments to the Articles of Incorporation, the undersigned has executed these Amended and Restated Articles of Incorporated this 27th day of September 2003.

G.D.P. Investments, Inc.

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

  
Genaro Delgado Parker,  
President

CERTIFICATE TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
G.D.P. INVESTMENTS, INC.  
A Florida Corporation

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), G.D.P. Investments, Inc., (the "Company") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in the form attached hereto:

1. The name of the corporation is G.D.P. Investments, Inc.
2. The Amended and Restated Articles of Incorporation of the Company, a copy of which is attached hereto and incorporated herein (a) changing the Company's address; (b) providing for certain voting requirements; (c) providing certain restrictions on the sale and/or transfer of shares of stock; (d) deleting from the Company's Articles of Incorporation articles no longer required to be included therein, were adopted by the Shareholders of the Company.
3. The Amended and Restated Articles of Incorporation of the Company were duly adopted and approved by means of a unanimous written consent of all of the Company's shareholders dated September 27, 2003 pursuant to Sections 607.1003 and 607.0704 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporated this 27th day of September 2003.

G.D.P. Investments, Inc.

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

Genaro Delgado Parker,  
President

03 NOV 26 AM 9:49  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of G.D.P. Investments, Inc., a Florida corporation (the "Company"), in the Company's Articles of Incorporation:

Having been named as Registered Agent and to accept process of service for the Company at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27<sup>th</sup> day of September, 2003.

  
Armando E. Lacasa