

Division of Corporations

P96000057543

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**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.**

(((H00000066176 9)))

**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) 922-4000

From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LL  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

RECEIVED  
00 DEC 20 PM 12:32  
DIVISION OF CORPORATIONS

FILED  
00 DEC 20 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## BASIC AMENDMENT

DEPONS &amp; ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

AM/Rest/NC  
RFB  
12/20

Electronic Filing Menu

Corporate Filing

Public Access Help

4

Fax Audit No. H00- 661769

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DEPONS & ASSOCIATES, INC.

FILED  
00 DEC 20 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Serge Ohayon, being the duly elected President of DEPONS & ASSOCIATES, INC., a Florida corporation (the "Corporation"), hereby states as follows on behalf of the Corporation:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on July 9, 1996, under Document Number P96000057543, and Articles of Amendment thereto were filed with the Secretary of State of the State of Florida on December 20, 1999 (as amended, the "Articles of Incorporation").

2. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies, attests and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows, which Amended and Restated Articles of Incorporation incorporate amendments to Articles I (including a change of the name of the Corporation to Serge Ohayon & Associates, Inc.), II, IV, V, VI, VII, IX and X of Articles of Incorporation of the Corporation:

ARTICLE I -- NAME

The name of this corporation is SERGE OHAYON & ASSOCIATES, INC.

ARTICLE II -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III -- DURATION

This corporation shall have perpetual existence.

Fax Audit No. H00- 661769

Fax Audit No. H00- 661769ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- REGISTERED OFFICE AND AGENT

The street address of the current registered office of this corporation is:

7600 S.W. 90th Avenue, Miami, Florida 33173;

and the name and address of the current registered agent of this corporation are:

<u>Name</u>	<u>Address</u>
Serge Ohayon	7600 S.W. 90th Avenue Miami, Florida 33173.

ARTICLE VI -- BOARD OF DIRECTORS

The Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one (1). The name and address of the current director of this corporation are:

<u>Name</u>	<u>Address</u>
Serge Ohayon	7600 S.W. 90th Avenue Miami, Florida 33173.

ARTICLE VII -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

Fax Audit No. H00- 661769

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing the Articles of Incorporation of this corporation as incorporator were:

Name

Address

John M. MacDaniel

One Biscayne Tower Suite 2975  
Two South Biscayne Blvd.  
Miami, Florida 33131.

ARTICLE IX -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

7600 S.W. 90th Avenue, Miami, Florida 33173.

Such amendments to, and amendment and restatement of, the Articles of Incorporation of the Corporation have been duly and unanimously authorized and directed by Written Consent of the Board of Directors and shareholders of the Corporation dated December 19<sup>th</sup> 2000. Such amendment and restatement of the Articles of Incorporation of the Corporation supersedes in all respects the original Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation as of the 19<sup>th</sup> day of December, 2000.

  
Serge Ohayon, Vice President