

7/11/2016

Division of Corporations

Florida Department of State

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MISSISSIPPI TRADING, INC.**

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July 22, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MISSISSIPPI TRADING, INC.
11310 INTERCHANGE CIRCLE N
MIRAMAR, FL 33025US

SUBJECT: MISSISSIPPI TRADING, INC.
REF: P96000100807

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.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

FAX Aud. #: H16000166398
Letter Number: 816A00014492

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MISSISSIPPI TRADING, INC.**

Pursuant to Section 607.1007 of the
Florida Business Corporation Act

The undersigned President of Mississippi Trading, Inc. ("Corporation"), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is Mississippi Trading, Inc.

SECOND: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The Corporation shall be authorized to issue 6,000 shares of common stock, par value \$1.00 per share.

FOURTH: The street address of the Corporation's principal office is: 801 Northeast 167th Street, Suite 300, North Miami Beach, Florida, 33162. The name of the Corporation's initial registered agent at this address is: United Corporate Services, Inc.

FIFTH: The name and address of the incorporator is: Andrew Lockwood, c/o Graubard, Miller, 405 Lexington Avenue, New York, New York, 10174.

SIXTH: The number of directors constituting the Board of Directors is three. The names and addresses of the members of the Board of Directors, to serve until the first annual meeting of shareholders, or until their successors are elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stuart Gerson	101 Washington Blvd, #1410. Stamford, CT 06902
Eric Kipperman	9 Coventry Road Livingston, NJ 07039
Joseph La Fauci	440 East 79 th St, #15E New York, NY 10075

SEVENTH: Any person who was, is a party to, or is threatened to be made a party to any proceeding, (whether or not by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, shall be entitled to be indemnified by the Corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall inure whether or not the claim asserted is based on matters which antedate the adoption of the Article.

EIGHTH: No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful; (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit; (iii) under section 607.0831 of the Florida Business Corporation Act; (iv) for conscious disregard for the best interest of the Corporation for willful misconduct; or (iv) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose, or in a matter

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exhibiting willful and wanton disregard of human rights, safety, or property.

NINTH: The undersigned certifies that this Amended and Restated Articles of Incorporation was adopted by the directors and stockholders of the Corporation on June 30, 2016 and the number of votes cast for the restatement by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have executed this Amended and Restated Articles of Incorporation this 7th day of July, 2016.

/s/ Joseph La Fauci

Joseph La Fauci
President