

P97000018475

Florida Department of State
Division of Corporations
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.

((H12000069870 3)))



H120000698703ABC0

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) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAR 16 PM 4:14

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MALIZ ENTERPRISES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$35.00

Amended
Restated
@ 3/16/12

RECEIVED

12 MAR 16 AM 8:01

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/11/01 BY 60322
GALLAHUSSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MALIZ ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAR 16 PM 4:14

Maliz Enterprises, Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act of the State of Florida ("FBCA"), hereby certifies as follows:

1. The name of the Corporation is Maliz Enterprises, Inc.
2. The original Articles of Incorporation of the Corporation (the "Articles of Incorporation") were filed with the Secretary of State of the State of Florida on February 27, 1997.
3. The provisions of the Articles of Incorporation as herein amended are hereby restated and integrated into a single instrument which is set forth in Exhibit A hereto (the "Amended and Restated Articles of Incorporation").
4. The Amended and Restated Articles of Incorporation herein certified have been duly adopted by the Corporation's board of directors, by unanimous written consent dated as of March 16, 2012, and by the Corporation's shareholders, by unanimous written consent dated as of March 16, 2012, in accordance with Sections 607.0821 and 607.0704 of the FBCA.
5. The Articles of Incorporation of the Corporation as amended and restated herein shall, at the effective time of this Amended and Restated Articles of Incorporation, be read in its entirety as set forth in Exhibit A annexed hereto and is hereby incorporated herein by this reference.

MALIZ ENTERPRISES, INC.

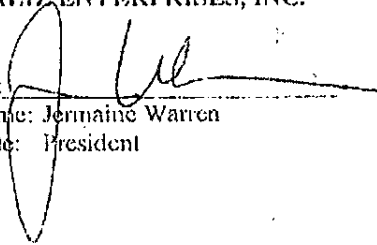
By: 
Name: Jerraine Warren
Title: President

EXHIBIT A

Amended and Restated Articles of Incorporation
of
Maliz Enterprises, Inc.

See attached.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAR 16 PM 4:14

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MALIZ ENTERPRISES, INC.**

The Articles of Incorporation of Maliz Enterprises, Inc. (the "Corporation") are hereby amended and restated in their entirety as follows:

ARTICLE I – NAME

The name of the corporation shall be Maliz Enterprises, Inc.

ARTICLE II – ADDRESS

The address of the principal office and mailing address of the Corporation is 2261 NW 66th Avenue, Miami, Florida 33122.

ARTICLE III – PURPOSE

The Corporation may engage in, transact and/or conduct any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV – CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have the authority to issue is one hundred (100), all of which shall be shares of common stock, with a par value of one dollar (\$1.00) per share ("Common Stock").

ARTICLE V – REGISTERED AGENT

The street address of the Corporation's registered office is at 1201 Hays Street, in the City Tallahassee, in the County of Leon, in the State of Florida 32301 and the name of its registered agent at such office is Corporation Service Company.

ARTICLE VI - EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII – DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

ARTICLE VIII – INDEMNIFICATION

Section 1. Nature of Indemnity. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (1) who is a director of the Corporation, (2) who is an officer of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (3) who is serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent or employee or arising out of his status as such director, officer, trustee, partner, agent or employee. The foregoing obligation of the Corporation to indemnify shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify such person against such liability.

Section 2. Nonexclusivity of this Article. The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

Section 3. Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary, 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 against any expense, liability or loss asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article VIII.

Section 4. Expenses. Expenses incurred by any person described in Section 1 of this Article VIII in defending a proceeding shall be paid by the Corporation in advance of such proceeding's final disposition unless otherwise determined by the Board of Directors of the Corporation in the specific case upon receipt of an undertaking by or on behalf of the relevant director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors of the Corporation deems appropriate.

Section 5. Service for Subsidiaries. Any person serving as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture or other enterprise, at least 50% of whose equity interests are owned, directly or indirectly, by the Corporation, shall be conclusively presumed to be serving in such capacity at the request of the Corporation.

Section 6. *Employees and Agents.* Persons who are not covered by the foregoing provisions of this Article VIII and who are or were employees or agents of the Corporation, or who are or were serving at the request of the Corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Directors of the Corporation.

Section 7. *Contract Rights.* The provisions of this Article VIII shall be deemed to be a contract right between the Corporation and each director or officer who serves in any such capacity at any time while this Article VIII and the relevant provisions of the FBCA or other applicable law are in effect, and any repeal or modification of this Article VIII or any such law that adversely affects any right of any director or officer, or former director or officer, shall be prospective only and shall not affect any rights or obligations then existing with respect to any state of facts or proceeding then existing.

Section 8. *Merger or Consolidation.* For purposes of this Article VIII, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article VIII with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in this Amended and Restated Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon shareholder and directors are granted subject to such reservation.

Registered Agent Acceptance

Registered Office and Agent:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

Entity name:

MALIZ ENTERPRISES, INC.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: Becky Peirce

Name and Title: Becky Peirce, Assistant Vice President