

P97000065520

Senstate Research
Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. AVAQ Mooney, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
98 FEB -3 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>Restated</u>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 FEB -3 AM 11:14
DIVISION OF CORPORATION

400002419784--6
-02/03/98--01052--017
*****87.50 *****87.50

2/3 Jory
Restated
Art.
CC

FILED

98 FEB -3 PM 3:01

RESTATED
ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

AVAQ MOONEY, INC.

AVAQ MOONEY, INC., a Florida corporation, does hereby certify, pursuant to Section 607.1003 and 607.1007, Florida Statutes, that:

1. The name of the corporation is: AVAQ MOONEY, INC. (hereinafter either the "Corporation" or "AVAQ MOONEY").

2. These Restated Articles of Incorporation ("Restated Articles") have been duly adopted by the Board of Directors (the "Board") of AVAQ MOONEY, with shareholder action, pursuant to a written consent to action, dated as of January 29, 1998, and include revisions and amendments to Article IV, stated Capital, authorizing an increase in the aggregate number of shares of all classes which the Corporation shall have the authority to issue, and these amendments will not result in the rights or preferences of the holders of any outstanding class or series being adversely affected, and the balance of the voting powers, designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of such preferences and/or rights, of the shares of that series, shall remain as is..

There are no discrepancies between the provisions of the Articles listed below as heretofore amended and the provisions of these Restated Articles, other than the inclusion of the foregoing amendments and the omission of matters of historical interest.

"ARTICLE I
NAME and PRINCIPAL OFFICE

The name of this Corporation shall be AVAQ MOONEY, INC., and the principal place of business and mailing address of this corporation shall be: 10220 S.W. 135th Street, Miami, FL 33176.

ARTICLE II
DURATION

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Common Stock" and "Preferred Stock"; the aggregate number of shares which the Corporation shall have authority to issue is one million five hundred thousand (1,500,000) shares, consisting of (i) one million (1,000,000) shares of Common Stock, without nominal or par value ("Common Stock"), and (ii) five hundred thousand (500,000) shares of Preferred Stock, without nominal or par value ("Preferred Stock").

Shares of Common Stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or then services actually performed for the Corporation. Shares of Common Stock may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be paid and non-assessable.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board is expressly vested with authority to fix by resolution or resolutions the designations and the powers, preferences and relative, participating, optional or other special rights and qualification, limitations and restrictions thereof, including, without limitation the voting powers, if any, the dividend rate, conversion rights redemption price, or liquidation preference, of any series of shares of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In the event the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

A. Common Stock.

1. The Corporation's Common Stock shall not have cumulative voting or preemptive rights and shall be entitled to one vote for each share in the election of directors and on any other matter presented to the shareholders.

2. The Corporation has heretofore been authorized to issue only 1,000 shares of common stock, par value \$1.00 per share ("Old Common Stock") of which 100 shares of common stock are issued and outstanding. All of such shares of issued and outstanding Old Common Stock

shall be converted into four hundred ninety two thousand (492,000) shares of Common Stock on the basis of 492 shares of Common Stock for each share of Old Common Stock. The present holders of the Old Common Stock shall return the certificates representing the shares of Old Common Stock to the Corporation for cancellation and shall be issued in exchange a new certificate representing the number of shares of Common Stock into which the shares of Old Common Stock are converted. Until so returned, each certificate which prior to the conversion represented shares of Old Common Stock shall be deemed, for all purposes to evidence the number of shares of Common Stock into which such shares of Old Common Stock have been converted.

B. Preferred Stock.

1. The Corporation's Preferred Stock shall be with such par or nominal value as may be established by the Board in accordance with this Article IV, Section B. The Board shall have the authority to divide the Preferred Stock into classes or series, or both. Each series of shares of Preferred Stock so issued shall, subject to paragraph 2 and 3 below, have such rights and obligations as to dividends, redemption by the Corporation, and such other rights, preferences, powers, obligations, qualifications, limitations and restrictions as may be established by the Board with respect to such series.

2. Upon dissolution, whether voluntary or involuntary, the holders of shares of Preferred Stock shall first be entitled to receive, out of the net assets of the Corporation, any amount set forth in the Board's resolution authorizing the series of Preferred Stock of which such shares are a part, plus unpaid accumulated dividends, if any, without interest. All of the assets, if any, thereafter remaining shall be distributed among the holders of the Common Stock. The consolidation or merger of the Corporation at any time, or from time to time, with any other corporation or corporations, or a sale of substantially all of the assets of the Corporation, shall not be construed as a dissolution, liquidation, or winding up of the Corporation within the meaning hereof.

3. The Board, in its discretion, may declare and pay dividends on the Common Stock concurrently with dividends on the Preferred Stock for any dividend period of any fiscal year when such dividends are applicable to the Common Stock.

4. The Board authorizes the issuance of a series of preferred stock consisting of 400,000 shares and the Board fixes the voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such preferences and/or rights, of the shares of that series as follows:

(a) Designation and Amount.

The shares of the series "A" preferred stock will be designated Series A Convertible Preferred Stock ("Series A Preferred Stock"). The total number of authorized shares of the series will be 400,000 shares.

(b) Dividends and Distributions.

(1) The holders of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board, out of funds at the time legally available therefor, dividends in the same per share amount as dividends declared upon the Common Stock of the Corporation. The Series A Preferred Stock shall not accumulate dividends.

(2) While any shares of Series A Preferred Stock are outstanding, (i) the Corporation may not pay any dividend, or set aside any funds for the payment of a dividend, with regard to any shares of the Common Stock or any class or series of stock of the Corporation which ranks on a parity with the Series A Preferred Stock as to payment of dividends unless at least a proportionate payment is made with regard to dividends on the Series A Preferred Stock and (ii) the Corporation may not pay any dividend, or set aside any funds for the payment of a dividend, with regard to any shares of any class or series of stock of the Corporation which ranks junior to the Series A Preferred Stock unless and until all dividends on the Series A Preferred Stock have been paid. A payment of dividends with regard to the Series A Preferred Stock will be proportionate to a payment of a dividend with regard to another class or series of stock if the dividend per share of Series A Preferred Stock is the same percentage of the dividends payable with regard to a share of Series A Preferred Stock that the dividend paid with regard to a share of stock of the other class or series is of the dividends payable with regard to a share of stock of that other class or series.

(3) Any dividend paid with regard to shares of Series A Preferred Stock will be paid equally with regard to each outstanding share of Series A Preferred Stock.

(c) Voting Rights.

The holders of shares of Series A Preferred Stock will have voting rights equal to the voting rights of the holders of the Common Stock of the Corporation, and while any shares of Series A Preferred Stock are outstanding, the Corporation will not, directly or indirectly, without the affirmative vote at a meeting or the written consent of the holders of at least 66 2/3% of the outstanding shares of Series A Preferred Stock, (i) amend, alter or repeal any of the provisions of the Certificate of Incorporation or Bylaws of the Corporation, or of this resolution, so as to affect adversely the preferences, special rights or powers of the Series A Preferred Stock, (ii) authorize any reclassification of the Series A Preferred Stock, or (iii) be a party to any transaction involving a merger or consolidation of the Corporation or a sale of substantially all of its assets, in any of which the shares of Series A Preferred Stock either remain outstanding or are converted into the right to receive securities or other assets of the surviving, resulting or acquiring corporation, if such transaction could adversely affect the economic value, rank, rights to dividends and distributions, liquidation preferences, conversion privileges, redemption or voting rights of the Series A Preferred Stock immediately prior to such transaction. This Subsection will not prevent the issuance of any Series A Preferred Stock which has been authorized in Section 1.

(d) Liquidation.

Upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock will be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any distribution is made to holders of any class or series of stock to which the Series A Preferred Stock ranks senior an amount equal to \$6.25 per share (the "Liquidation Preference"). If, upon any liquidation, dissolution or winding-up of the Corporation, the assets of the Corporation, or proceeds of those assets, available for distribution to the holders of Series A Preferred Stock and of the shares of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock are not sufficient to pay in full the preferential amount required to be distributed to the holders of the Series A Preferred Stock and of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock, then the assets, or the proceeds of those assets, which are available for distribution to the holders of Series A Preferred Stock and of the shares of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock will be distributed to the holders of the Series A Preferred Stock and of the shares of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock ratably in accordance with the respective amounts of the liquidation preferences of the shares held by each of them. After payment of the full amount of the Liquidation Preference the holders of Series A Preferred Stock will not be entitled to any further distribution of assets of the Corporation. For the purposes of this Section, neither a consolidation or merger of the Corporation with another corporation, nor a sale or transfer of all or any part of the Corporation's assets for cash or securities, will be considered a liquidation, dissolution or winding-up of the Corporation.

C. Conversion Into Common Stock

1. The holders of the shares of Series A Preferred Stock shall have the right at any time, at such holders' option, to convert all of the shares of Series A Preferred Stock held of record by them into an equal number of fully paid and non-assessable shares of Common Stock.

2. (a) In order to exercise the conversion privilege, a holder of the Series A Preferred Stock must provide to the conversion agent for the Series A Preferred Stock appointed by the Corporation (which may be the Corporation itself) with a Notice of Election to Convert duly completed and signed (substantially in the form of Exhibit A to the Board's written consent to action). If the shares issuable on conversion are to be issued in a name other than the name in which the Series A Preferred Stock is registered, each share surrendered for conversion must be accompanied by an instrument of transfer, in form satisfactory to the Corporation, duly executed by the holder or the holder's duly authorized attorney and by funds in an amount sufficient to pay any transfer or similar tax which is required to be paid in connection with the transfer or evidence that tax has been paid.

(b) The Corporation will make no payment or adjustment for any unpaid dividends on shares of Series A Preferred Stock, whether or not in arrears, on conversion of those shares, or for dividends on the shares of Common Stock issued upon the conversion.

(c) As promptly as practicable after the surrender by a holder of certificates representing shares of Series A Preferred Stock upon their conversion in accordance with this Subsection C.2.(c), the Corporation will issue and will deliver to the holder at the office of the conversion agent, or on the holder's written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of the shares of Series A Preferred Stock. Certificates for Common Stock will not be issued until the corresponding certificates for Series A Preferred Stock have been surrendered to the Corporation. Any fractional interest in respect of a share of Common Stock arising upon a conversion will be settled as provided in Subsection C.2. (a).

(d) Conversion will be deemed to have been effected immediately prior to the close of business on the date on which all the conditions specified in Subsection D.2.(a) have been satisfied, and each person in whose name the Series A Preferred Stock is registered, or such other person in whose name a certificate for shares of Common Stock is to be issued upon a conversion, will be deemed to have become at that time the holder of record of the shares of Common Stock into which the Series A Preferred Stock has been converted. All shares of Common Stock issued upon conversion of Series A Preferred Stock will upon issuance be duly and validly issued and fully paid and nonassessable, free of all liens and charges and not subject to any preemptive rights. At the effective time of the conversion, the shares of Series A Preferred Stock will no longer be deemed to be outstanding and all rights of the holder with respect to those shares will immediately terminate, except the right to receive the Common Stock or other securities, cash or other assets to be issued or distributed as a result of the conversion.

3. No fractional shares of Common Stock will be issued upon conversion of Series A Preferred Stock. Any fractional interest in a share of Common Stock resulting from conversion of shares of Series A Preferred Stock will be rounded up to the nearest whole share of Common Stock.

4. (a) The Corporation will at all times reserve and keep available, free from preemptive rights, out of the authorized but unissued shares of Common Stock or the issued shares of Common Stock held in its treasury, or both, for the purpose of effecting conversion of the Series A Preferred Stock, the maximum number of shares of Common Stock which the Corporation would be required to deliver upon the conversion of all the outstanding shares of Series A Preferred Stock. For the purposes of this Subsection C.4.(a), the number of shares of Common Stock which the Corporation would be required to deliver upon the conversion of all the outstanding shares of Series A Preferred Stock will be computed as if at the time of the computation all the outstanding shares were held by a single holder.

(b) Prior to the delivery of any securities which the Corporation will be obligated to deliver upon conversion of the Series A Preferred Stock, the Corporation will endeavor,

in good faith and as expeditiously as possible, to comply with all federal and state laws and regulations requiring the registration of those securities with, or any approval of or consent to the delivery of those securities by, any governmental authority.

5. The Corporation will pay any documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of Series A Preferred Stock; provided, however, that the Corporation will not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that of the holder of record of the Series A Preferred Stock to be converted and no such issue or delivery will be made unless and until the person requesting the issue or delivery has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that the tax has been paid.

D. Shareholder Voting.

1. Except as otherwise expressly provided in an Amendment of these Articles of Incorporation or as otherwise provided by the laws of the State of Florida, the holders of the Common Stock and Preferred Stock shall each have one vote per share for all voting purposes.

2. The holders of the Preferred Stock shall have the right to elect at least one member of the Board of Directors of the Corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 777 Brickell Avenue, Suite 500, Miami, FL 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Frank G. Burt, Esq.

ARTICLE VI
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Paul S. Dopp	10220 S.W. 135th Street Miami, FL 33176
Christian E. Dopp	10220 S.W. 135th Street Miami, FL 33176

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is Frank G. Burt, Esq., 777 Brickell Avenue, Suite 500, Miami, FL 33131

ARTICLE VIII DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28th day of July, 1997.

Frank G. Burt, Incorporator

**CERTIFICATE OF DESIGNATION
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following Statement in designating the registered office/registered agent, in the State of Florida:

1. The name and address of the Corporation is:

AVAQ MOONEY, INC.
10220 S.W. 135th Street
Miami, FL 33176

2. The name/address of the registered agent and office is:

Frank G. Burt, Esq.
777 Brickell Avenue, Suite 500
Miami, FL 33131

ACKNOWLEDGEMENT

Having been named as Registered Agent and to accept service of process for the above 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 Florida 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.

July 28, 1997

(Date)

(Name)

3. These Restated Articles were recommended by the Board to the holders of the Corporation's Common Stock, in a corporate action of even date herewith.

4. These Restated Articles were approved by the holders of a majority of the Common Stock of the Corporation in a corporate action of even date herewith, which is the only group entitled to vote on the Restated Articles, and the number of votes cast for the Restated Articles was sufficient for approval."

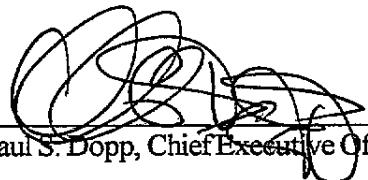
IN WITNESS WHEREOF, AVAQ MOONEY, INC. has caused these Restated Articles of Incorporation to be executed on this 21 day of January, 1998.

AVAQ MOONEY, INC.

[Corporate Seal]

Attest:

By:


Paul S. Dopp, Chief Executive Officer

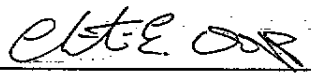

Christian E. Dopp, President

EXHIBIT A

NOTICE OF ELECTION TO CONVERT

(To be executed by the Registered Holder
in order to Convert Shares of Preferred Stock)

The undersigned, being a holder of the number of shares of Series A Convertible Preferred Stock ("Series A Preferred Stock") indicated below, hereby irrevocably elect to convert such number of shares of Series A Preferred Stock into shares of Common Stock, no par value (the "Common Stock") of AVAQ Mooney, Inc. (the "Company"), as of the date written below. If shares are to be issued in the name of a person other than the undersigned, the undersigned will pay all transfer taxes with respect thereto and is delivering herewith a duly executed instrument of transfer.

Date to Effect Conversion

Name

Signature

Number of Shares of Preferred Stock held of Record

Date to Effect Conversion

Name

Signature

Number of Shares of Preferred Stock held of Record