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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Restated
Articles
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SPECIAL NEEDS PLANNING**

March 8, 2010

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

**Re: Boca Maritime, Inc.
Document Number: 98000005826
Our File No.: 22236.006**

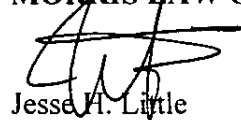
Dear Sir/Madam:

Enclosed are the Amended and Restated Articles of Incorporation for the above-referenced entity along with our check in the amount of \$43.75.

Please process this document at your earliest opportunity and provide us with a certified copy. I have enclosed an envelope for your convenience. Should you have any questions, please do not hesitate to contact me at the above number.

Sincerely,

MORRIS LAW GROUP



Jesse H. Little
JHL/srs
Enclosures

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
BOCA MARITIME, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to Florida Statutes §607.1003 and any other applicable provisions of Florida law, the undersigned Corporation adopts the following Articles of Amendment and Restatement of the Articles of Incorporation of BOCA MARITIME, INC. (the "Corporation"):

**ARTICLE I
NAME**

The name of the corporation is BOCA MARITIME, INC., a Florida corporation.

**ARTICLE II
DURATION**

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the January 20, 1998.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful activities or business permitted under the laws of the United States, State of Florida or any other state, country, territory or nation.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is One Thousand (1,000) shares of voting common stock, Ten Cent (\$.10) par value, which shall be designated "Class A Voting Common Shares"; and Nine Thousand (9,000) shares of non-voting common stock, Ten Cent (\$.10) par value, which shall be designated "Class B Nonvoting Common Shares".

The holders of Class A Voting Common Shares and Class B Nonvoting Common Shares shall have identical rights with respect to (a) distributions from the Corporation; (b) liquidation of the Corporation; and (c) all other matters affecting the Corporation, except that each Class A Voting Common Share shall be entitled to one (1) vote and the holders of Class B Nonvoting Common Shares shall not be entitled to vote on matters affecting the Corporation (unless required by Florida Statutes §607.1004(4), §607.1103(6) or other provisions of Florida law).

**ARTICLE V
PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT**

The street address of the principal office and registered office of this corporation is:

Principal Office:

3020 Military Trail, Suite 100
Boca Raton, FL 33431

The name and address of the registered agent:

HARRY SARGEANT, JR.
3020 Military Trail, Suite 100
Boca Raton, FL 33431

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation's Board of Directors (the "Board of Directors") shall consist of one or more individuals. The number of Directors may be increased or decreased from time to time by the By-laws of the Corporation, provided that there is at least one individual serving as a Director at all times.

The names and street addresses of the Board of Directors of the Corporation are as follows:

HARRY SARGEANT, JR.	3020 Military Trail, Suite 100 Boca Raton, FL 33431
JANET SARGEANT	3020 Military Trail, Suite 100 Boca Raton, FL 33431
DANIEL SARGEANT	3020 Military Trail, Suite 100 Boca Raton, FL 33431
JAMES SARGEANT	3020 Military Trail, Suite 100 Boca Raton, FL 33431

**ARTICLE VII
BOARD OF DIRECTORS**

These Articles of Amendment and Restatement of the Articles of Incorporation may be altered, amended or repealed by the Board of Directors or shareholders of the Corporation in accordance with the applicable provisions of Florida law.

2. The Articles of Amendment and Restatement of the Articles of Incorporation herein provided for was duly recommended by the Board of Directors of the Corporation to the shareholders.

3. The Articles of Amendment and Restatement of the Articles of Incorporation herein provided for was unanimously approved and adopted by the shareholders of the Corporation on February 23, 2010.

4. The reclassification and exchange of shares contemplated by these Articles of Amendment and Restatement of the Articles of Incorporation will be implemented pursuant to that certain Plan of Recapitalization approved by the Board of Directors and the shareholders of the Corporation.

5. These Articles of Amendment and Restatement of the Articles of Incorporation shall be effective as of the date these Articles of Amendment and Restatement of the Articles of Incorporation are filed with the Department of State of the State of Florida.

The undersigned has executed these Articles of Amendment and Restatement of the Articles of Incorporation of BOCA MARITIME, INC., this 23 day of FEBRUARY, 2010.

BOCA MARITIME, INC.
By: 
DANIEL SARGEANT, President

ATTEST:


JANET SARGEANT, Secretary


(CORPORATE SEAL)

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23 day of FEBRUARY, 2010, by DANIEL SARGEANT, as President of BOCA MARITIME, INC., a Florida corporation, by and on behalf of the Corporation. He [☒] is personally known to me or [☐] has produced _____ as identification.

Notary Public, State of Florida
Angela C. Marino
My Commission DD572135
Expires 08/30/2010

Notary Public, State of Florida
Angela L. Marino

My Commission DD572135
Expires 08/30/2010

Type/Print/or Stamp Name of Notary Public

My Commission Expires:

8/30/2010