

Division of Corporations

Page 1 of 1

**P98600012093**

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DIVISION OF CORPORATIONS

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**SYNERGISTIX, INC.**

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September 12, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SYNERGISTIX, INC.  
2450 HOLLYWOOD BLVD  
SUITE 603  
HOLLYWOOD, FL 33020US

SUBJECT: SYNERGISTIX, INC.  
REF: P98000012093

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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.

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*ls*

FAX AUDIT NO.: H06000225921

**RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
SYNERGISTIX, INC.**

The undersigned President of SYNERGISTIX, INC., pursuant to Sections 607.1006 and 607.1007 of the Florida Statutes and of the Florida Business Corporation, hereby submits the following Restated and Amended Articles of Incorporation and in connection therewith certifies as follows:

1. The name of this corporation is SYNERGISTIX, INC.
2. The corporation was originally incorporated on February 5, 1998, under document number: P98000012093.
3. This Restatement and Amendment of the Articles of Incorporation was adopted by the Board of Directors and does not contain any amendment requiring shareholder approval.
4. The Articles of Incorporation of Synergistix, Inc. are hereby Restated and Amended as follows.

**Article I**

**Name and Principal Place of Business**

The name of the corporation is SYNERGISTIX, INC.

The corporation's principal place of business shall be: 2450 Hollywood Boulevard, Suite 603, Hollywood, Florida 33020.

**Article II**

**Duration and Existence**

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

**THIS DOCUMENT PREPARED BY:**

Kevin M. Levy, Esq.  
Gunster, Yoakley & Stewart, P.A.  
2 South Biscayne Blvd., Suite 3400  
Miami, Florida 33131  
Tel: (305) 376-6094  
Florida Bar No.: 61816

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Article IIINature of Business

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

Article IVMailing Address

The mailing address of the corporation is 2450 Hollywood Boulevard, Suite 603, Hollywood, Florida 33020.

Article VCapital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock each having \$0.01.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VIRegistered Office and Agent

The street address of the registered office of this corporation is: 2450 Hollywood Boulevard, Suite 603, Hollywood, Florida 33020, and the name of the initial registered agent of this corporation at that address is: Donald F. Schenker.

Article VIIDirectors

(a) Number. The number of directors may be increased or diminished from time to time in accordance with the bylaws, but shall never be less than one. At the time of this Restatement the name and address of the directors of the Corporation are:

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Donald F. Schenker  
2450 Hollywood Blvd., Suite 603  
Hollywood, Florida 33020

Raul Wong  
2450 Hollywood Blvd., Suite 603  
Hollywood, Florida 33020

(b) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

#### Article VIII

##### Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

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Article IXBylaws

The bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article XAmendment

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

IN WITNESS WHEREOF, the President has executed these Restated and Amended Articles on the 11 day of September, 2006.

  
DONALD F. SCHENKER, President

FAX AUDIT NO.: HD6000225921

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: September 11, 2006

  
DONALD F. SCHENKER

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