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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ENERGY INTERNATIONAL, INC.

1. The name of the Corporation is Energy International, Inc. (the "Corporation").
2. The initial Articles of Incorporation (the "Articles") of the Corporation were filed with the Florida Department of State on April 21, 1998 under Document Number P98-000036045 and were amended on December 30, 1999.
3. These Amended and Restated Articles of Incorporation have been duly adopted and approved by the shareholder of the Corporation by written consent dated February 27, 2013 and by the sole director of the Corporation by written consent dated February 27, 2013, both in accordance with the applicable provisions of the Florida Business Corporation Act. The number of votes cast for the amendment by the shareholders was sufficient for approval.
4. The Corporation's Articles are hereby amended and restated in their entirety as follows:

ARTICLE I
NAME AND ADDRESS

The name of this Corporation is Soenergy International Inc. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2301 NW 87th Avenue, 4th Floor, Miami, Florida 33172.

ARTICLE II
PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III
DURATION

This corporation shall exist perpetually unless dissolved according to law.

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**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares at \$1.00 par value common stock, which shall be designated "common shares".

All voting powers of this corporation shall be vested in the common stock above designated.

**ARTICLE V
BOARD OF 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, who will serve as the Corporation's director until successors are duly elected and qualified.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 999 Brickell Avenue, Suite 300, Miami, Florida 33131, and the name of its registered agent at such office is Joel M. Berlant.

**ARTICLE VII
INDEMNIFICATION**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE VIII
EXCULPATION**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the

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Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

**ARTICLE IX
BYLAWS**

The Corporation's Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the affirmative vote of at least a majority of the members of the Board of Directors then in office or by the affirmative vote of the holders of at least a majority of the voting power of all shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting as a single class.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on February 27, 2013.

SOENERGY INTERNATIONAL INC.

By: 

Name: Hector Bernal

Title: President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above-referenced Corporation at the place designated in these Amended and Restated Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 607.

Dated this 27th day February, 2013.

By: 

Joel M. Berlant

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