

P98000061719

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: MORTGAGE CAPITAL & CONSULTING INC.

DOCUMENT NUMBER: P98000061719

The enclosed Articles of Amendment and fees of \$55.00** are submitted for filing.

Please return all correspondence concerning this matter to the following:

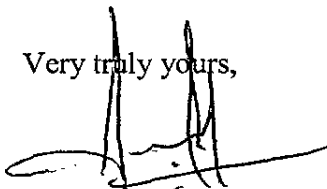
Luis Gonzalez
10800 Biscayne Boulevard, Suite 735
Miami, Florida 33161

For further information concerning this matter, please call:

Luis Gonzalez (305) 981-7550

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Luis Gonzalez', with a long horizontal flourish extending to the right.

Luis Gonzalez

** \$25.00 Filing Fee
\$30.00 Additional Certified Copy.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MORTGAGE CAPITAL & CONSULTING GROUP, INC.**

The undersigned Luis Gonzalez, President of Mortgage Capital & Consulting Group, Inc., hereby certifies that:

1. He is the duly elected and acting President of Mortgage Capital & Consulting Group, Inc., a Florida corporation.
2. Pursuant to Section 607.1006 and Section 607.1007, the Articles of Incorporation of this corporation shall be amended and restated to read as follows:

ARTICLE I: NAME

The name of this corporation is MORTGAGE CAPITAL & CONSULTING GROUP, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, cooperative association, state fair or exposition. The corporation may carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation.

ARTICLE III: REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 10800 Biscayne Boulevard, Suite 735, Miami, Florida 33161 and the name of its registered agent at such address is Luis Gonzalez.

ARTICLE IV: PRINCIPAL OFFICE

The business address of the corporation's principal office is 10800 Biscayne Boulevard, Suite 735, Miami, Florida 33161.

ARTICLE V: DURATION AND TERM OF EXISTENCE

The period of this corporation's duration is perpetual.

ARTICLE VI: DIRECTORS

a) The number of directors constituting the initial board of directors is one (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Luis Gonzalez, Director, 10800 Biscayne Boulevard, Suite 735, Miami, Florida 33161.

b) The number of directors of the corporation set forth in Clause (a) of this Article shall constitute the authorized number of directors until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

ARTICLE VI: CAPITALIZATION AND TRANSFER OF SHARES

a) Capitalization: The total number of shares of all classes of stock which the corporation shall have authority to issue is 500 divided into 500 shares of common stock at One Dollar \$1.00) par value each.

b) Transfer of Shares: Shares of stock in this corporation shall not be transferred or sold until the sale or transfer shall have been reported to and approved by the board of directors.

ARTICLE VII: SUBSCRIBERS

The names and stress address of the subscriber of these Amended and Restated Articles of Incorporation, the number of shares of stock he agrees to take, and the value of the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Luis Gonzalez	10800 Biscayne Boulevard Suite 735 Miami, Florida 33161	500	\$500.00

ARTICLE VIII: SHAREHOLDERS

a) Amendment of Bylaws: The board of directors has the power to make, repeal, amend and alter the bylaws of the corporation, to the extent provided in the bylaws. However, the paramount power to repeal, amend and alter the bylaws, or to adopt new bylaws, is vested in the shareholders. This power may be exercised by a vote of a majority of shareholders present at any annual or special meeting of the shareholders. Moreover, the directors have no power to suspend, repeal, amend or otherwise alter any bylaw or portion of any bylaw so enacted by the shareholders, unless the shareholders, in enacting any bylaw or portion of any bylaw, otherwise provide.

b) Actions by Written Consent: Whenever the vote of shareholders at a meeting of shareholders is required or permitted to be taken for or in connection with any corporate action

by any provision of the corporation law of the State of Florida, or of these Amended and Restated Articles of Incorporation or of the bylaws authorized or permitted by that law, the meeting and vote of shareholders may be dispensed with if the proposed corporate action is taken with the written consent of the holders of stock having a majority of the total number of votes which might have been cast for or in connection with that action if a meeting were held; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for that action, and provided that prompt notice is given to all shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE IX: OFFICERS

The names and street address of the officers of this corporation who shall hold office for the first year of the existence of the corporation and until their successors are elected or appointed and shall have qualified are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Luis Gonzalez	President, Secretary and Treasurer	10800 Biscayne Boulevard Suite 735 Miami, Florida 33161

ARTICLE X: REMOVAL OF DIRECTORS AND OFFICERS

Any officer elected or appointed by the board of directors or by the shareholders may be removed at any time, with or without cause, in such manner as shall be provided in the bylaws of this corporation.

ARTICLE XI: POWERS OF DIRECTORS

Subject to the limitations contained in the Articles of Incorporation of this corporation and the relevant section of the Florida Statutes concerning corporate action that must be authorized or approved by the shareholders of the corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be controlled by the board of directors.

ARTICLE XII: VOTING RIGHTS

Except as otherwise expressly provided by the Florida Statutes or these Amended and Restated Articles of Incorporation, the holders of the capital stock shall possess exclusive voting power for the election of directors and for all other purposes. Every holder of record of capital stock shall be entitled to one vote for each share held.

ARTICLE XIII: AMENDMENT

These Amended and Restated Articles of Incorporation can be amended only by the vote or written consent of the holders of a majority of the outstanding shares.

IN WITNESS WHEREOF and for the purpose of forming a corporation under the laws of the State of Florida, we, the undersigned, have personally executed these Amended and Restated Articles of Incorporation on this 25th day of June, 2004.



LUIS GONZALEZ

Having been named as registered agent and to accept service of process for the above stated Company 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 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 as provided for in Chapter 608, Florida Statutes.



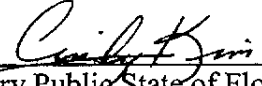
Registered Agent's Signature:
LUIS GONZALEZ

ACKNOWLEDGEMENTS

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me the 29th day of June 2004 by Luis Gonzalez who () is personally known to me OR (✓) who produced the following as identification and who did take an oath. DRIVER'S LICENSE.

Notary Seal:  **Cindy Kim**
Commission # DD108057
Expires April 10, 2006
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public State of Florida
Name: CINDY KIM