

P99000043483

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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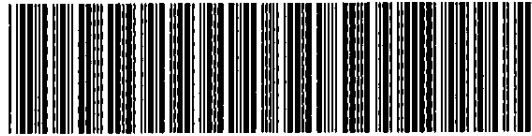
(Business Entity Name)

(Document Number)

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08 APR - 8 AM 10:37

DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

08 APR - 8 AM 10:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 8/8/08

Noreen Fenner

Requester's Name

200 W. College, Ste 311B

Address

TLH, FL 32301

212-0226

City/State/Zip

Phone #

Office Use Only

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

1. Foreclosure Freesearch, Inc. P99000043483

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐

Walk in

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Pick up time

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Photocopy

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Certificate of Status

**NEW FILINGS**

☐

Profit

☐

Not for Profit

☐

Limited Liability

☐

Domestication

☐

Other

**AMENDMENTS**

☒

Amendment

☐

Resignation of R.A., Officer/Director

☐

Change of Registered Agent

☐

Dissolution/Withdrawal

☐

Merger

**OTHER FILINGS**

☐

Annual Report

☐

Fictitious Name

☐

Foreign

☐

Limited Partnership

☐

Reinstatement

☐

Trademark

☐

Other

**REGISTRATION/QUALIFICATION**

Examiner's Initials

**ARTICLES OF AMENDMENT AND RESTATEMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
FORECLOSURE FREESearch, INC.**

**FILED**

**APR -8 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the authority of §607.1003 and §607.1007 of the Florida Business Corporation Act, the undersigned corporation, **FORECLOSURE FREESearch, INC.** (the "Corporation"), hereby adopts and files the following Articles of Amendment and Restatement to its Articles of Incorporation:

1. **ARTICLE FIRST:** The name of the Corporation is presently "Foreclosure Freesearch, Inc."
2. **ARTICLE SECOND:** The current Articles of Incorporation of the Corporation, as previously amended and/or restated, are hereby, effective immediately upon the filing of these Articles of Amendment and Restatement with the Department of State of Florida, deleted in their respective entireties, and are hereby replaced and superseded in their respective entireties by the Amended and Restated Articles of Incorporation in the form attached hereto as *Exhibit 1* (the "Amended and Restated Articles").
3. **ARTICLE THIRD:** The Amended and Restated Articles contain and effectuate certain amendments (the "Amendments") to the existing Articles of Incorporation of the Corporation which require approval of the shareholders of the Corporation.
4. **ARTICLE FOURTH:** The Amended and Restated Articles of the Corporation, including, without limitation, all Amendments included therein, were adopted by the written consent of the shareholders of the Corporation on the 8<sup>th</sup> day of April, 2008. The number of votes cast for the Amended and Restated Articles, including, without limitation, for all Amendments included therein, by the shareholders of the Corporation was sufficient for approval of all such Amendments.

**IN WITNESS WHEREOF**, these Articles of Amendment and Restatement have been executed by the undersigned as of the 8<sup>th</sup> day of April, 2008.

**FORECLOSURE FREESearch, INC.**

By:   
**Bradford R. Geisen, President**

## **EXHIBIT 1**

### **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF FORECLOSURE FREERESEARCH, INC.**

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#### **ARTICLE I - NAME OF CORPORATION**

The name of the corporation is **Foreclosure Freesearch, Inc.**

#### **ARTICLE II - TERM OF EXISTENCE**

The corporation shall exist perpetually.

#### **ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock which the corporation is authorized to have outstanding is One Hundred (100) shares, each of which shall be a voting common share with a par value of one cent (\$0.01) per share. Immediately upon the filing of these Amended and Restated Articles of Incorporation of the corporation with the Department of State of Florida, each currently issued and outstanding common share of the corporation shall be automatically, and without further action of the corporation or any shareholder thereof, reverse split (*i.e.*, combined) on a one (1) for two hundred forty nine thousand (249,000) basis, and thus each two hundred forty nine thousand (249,000) currently issued and outstanding common shares shall be automatically converted into one (1) (*i.e.*, 1:249,000) common share. While the shareholders of the corporation shall surrender their existing certificates for new certificates reflecting the combination of shares described herein, no such surrender of certificates shall be required to effectuate the same. No fractional common shares of the Corporation shall be issued as a result of such reverse split conversion and combination. In lieu of any fractional common share to which a shareholder of the Corporation would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by Five Hundred Seventy-One Thousand Four Hundred Seventy-Five and 22/100 Dollars (\$571,475.22).

#### **ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT**

The existing registered office of the corporation in the state of Florida is Schwarzberg & Associates, 222 Lakeview Avenue, Suite 210, West Palm Beach, Florida 33401. The name of the existing registered agent of the corporation at such address is Steven L. Schwarzberg, Esq.

#### **ARTICLE VI - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

#### **ARTICLE VII - PRINCIPAL OFFICE**

The principal office of the corporation in the state of Florida is 2201 NW Corporate Boulevard, Suite 200, Boca Raton, Florida 33431.

#### **ARTICLE VIII - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

#### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify its directors and officers to the maximum extent permitted under the Florida Business Corporation Act (or any similar successor provision). The corporation may, to the extent authorized from time to time in the corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights of indemnification and to the advancement of expenses to employees and agents of the corporation similar to those conferred in this Article IX to directors and officers of the corporation.