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Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SATAGO ST. JUDE, CO.

FILED
00 FEB 23 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 22, 2000

SATAGO ST. JUDE, CO.
122 MENOREA AVE #4
CORAL GABLES, FL 33134

SUBJECT: SATAGO ST. JUDE, CO.
REF: P99000105287

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000007876
Letter Number: 800A00009573

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SATAGO ST. JUDE, CO.**

FILED
00 FEB 23 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending and restating the Articles of Incorporation under §607.1006 and §607.1007 of the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME: The name of this Corporation is SATAGO ST. JUDE, CO. and its principal place of business is 122 Menores Avenue, No. 4, Coral Gables, Florida 33134.

ARTICLE II

DURATION: This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be 20,000,000 Shares of Common Stock of One Cent (\$.01) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be

Prepared By:
Michael B. Walker, Esquire
Florida Bar Number 278912
WAMPLER, BUCHANAN & BREEN, P.A.
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777 Brickell Avenue
Miami, Florida 33131

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no pre-emptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The registered agent of this Corporation and his address are as follows: Jorge Schmidt, 122 Menores Avenue, No. 4, Coral Gables, Florida 33134.

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this Corporation shall not be less than one (1) nor more than ten (10). The Bylaws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The name and address of the Directors as of the date hereof are as follows:

NAME

ADDRESS

Jorge Schmidt

122 Menores Avenue
No. 4
Coral Gables, Florida 33134

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation are as follows: Jorge Schmidt, 122 Menores Avenue, No. 4, Coral Gables, Florida 33134.

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ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the Corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be

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altered, amended, or repealed by the Board of Directors.

6. These Amended and Restated Articles of Incorporation shall be adopted upon the filing of these Amended and Restated Articles of Incorporation with the Department of State.

7. The foregoing Amended and Restated Articles of Incorporation were unanimously approved and adopted by all of the shareholders and the Board of Directors of this corporation on the 14th day of February, 2000, which is to be the effective date for accounting purposes.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Amended and Restated Articles of Incorporation at Miami, Miami-Dade County, Florida, for the uses and purposes aforesaid this 14th day of February, 2000.



JORGE SCHMIDT
PRESIDENT

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

SS.:

BEFORE ME the undersigned authority, personally appeared JORGE SCHMIDT, who is to me well known to be the person described in and who subscribed the above and foregoing Amended and Restated Articles of Incorporation, and he has freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Miami-Dade County, Florida, this 14th day of February, 2000.

NOTARY PUBLIC:

Sign: 

Print: ANNE S. MULFORD

State of Florida at Large

My Commission Expires:

PACIENTSisatagoVAMREART,INC

