

Division of Corporations

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Florida Department of State
Division of Corporations
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From:

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BASIC AMENDMENT

HAMILTON INVESTMENTS, INC.

Certificate of Status	0
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Amended & Restated

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FAX AUDIT NUMBER:
H99000020124 6CERTIFICATE OF THE
SECRETARY OF
HAMILTON INVESTMENTS, INC.

Pursuant to the provisions of §607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

- (a) The Amended and Restated Articles of Incorporation of **Hamilton Investments, Inc.**, (the "Corporation") attached hereto contain amendments to the Corporation's Articles of Incorporation that require shareholder approval.
- (g) The Corporation has one class of capital stock outstanding and the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation were duly adopted by the holders of the Corporation's outstanding capital stock by written consent on the 20 day of July, 1999, pursuant to §607.0704 of the Florida Business Corporation Act. The number of votes cast by the shareholders was sufficient for approval.

HAMILTON INVESTMENTS, INC.

By: Juan A. Lopez

Secretary - Juan A. Lopez

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TALLAHASSEE, FLORIDA

PREPARED BY:

Rene V. Murai, Esquire
Murai Wald Biondo & Moreno, P.A.
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HAMILTON INVESTMENTS, INC.**

Hamilton Investments, Inc., hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I
NAME**

The name of the corporation is Hamilton Investments, Inc.

**ARTICLE II
DURATION**

The period of duration of this corporation shall be perpetual.

**ARTICLE III
NATURE OF BUSINESS**

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

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida, 33131 and the name of the registered agent of this corporation at that address is Murai Wald Biondo & Moreno, P.A.

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**ARTICLE VI
BOARD OF DIRECTORS**

The business of the corporation shall be managed and controlled by a Board of Directors consisting of five (5) natural persons who shall be elected annually by the shareholders and shall serve until their successor is elected and qualified, or until they resign or are removed as provided in the ByLaws of the corporation. This number may be increased or decreased from time to time by amendment to the Bylaws, but in no event shall be less than three (3) nor more than twenty-one (21).

**ARTICLE VII
BYLAWS**

The power to adopt, alter, amend or repeal ByLaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE IX
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF the corporation has caused these amended and restated Articles of Incorporation to be executed this 26 day of July, 1999.

HAMILTON INVESTMENTS, INC.

By: Juan A. Lopez
Secretary - Juan A. Lopez

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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT
OF
HAMILTON INVESTMENTS, INC.

Pursuant to Fla. Stat. §607.0501, the undersigned, having been named registered agent of HAMILTON INVESTMENTS, INC., hereby accepts such appointment and agrees to comply with the provisions of the Florida Corporation Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 19th day of August, 1999.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: 

Rene V. Murai
President