



V72252

ACCOUNT NO. : 072100000032

REFERENCE : 001422 4326591

AUTHORIZATION :

COST LIMIT : \$ 35.00

*Patricia Puyat*

ORDER DATE : October 19, 1998

ORDER TIME : 12:46 PM

ORDER NO. : 001422-010

600002697556-9

CUSTOMER NO: 4326591

CUSTOMER: Danell Sequira, Legal Asst  
Fowler White Gillen Boggs  
Suite 1700  
501 East Kennedy Boulevard  
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: ANDERSEN TRADING INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIAL

FILED  
98 DEC 14 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
58 NOV 30 PM 2:02  
OFFICE OF CORPORATION

*me 12/17*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 1, 1998

CSC  
CASSANDRA LAMM  
TALLAHASSEE, FL

*Tamara Odum*

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: ANDERSEN TRADING INCORPORATED  
Ref. Number: V72252

We have received your document for ANDERSEN TRADING INCORPORATED and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The person designated as registered agent in the Restated Articles as the person designated on the certificate must be the same person with the same street address.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 998A00056875

RECEIVED  
98 DEC -9 PM 1:16  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 9, 1998

CSC  
TAMARA ODOM  
TALLAHASSEE, FL

SUBJECT: ANDERSEN TRADING INCORPORATED  
Ref. Number: V72252

**RESUBMIT**

Please give original  
submission date as file date.

*Please backdate, if possible.  
Thanks.*

We have received your document for ANDERSEN TRADING INCORPORATED and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The registered agent acceptance must be an original signature.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 998A00058233

RECEIVED  
98 DEC 17 AM 8:49  
DIVISION OF CORPORATIONS

**ARTICLES OF RESTATEMENT OF  
ANDERSEN TRADING INCORPORATED**

**FILED**  
98 DEC 14 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is:

**ANDERSEN TRADING INCORPORATED.**

2. The text of the Restated Articles of Incorporation of the corporation, as amended hereby, is annexed hereto and made a part hereof.

\* \* \*

**CERTIFICATE**

It is hereby certified that:

1. The annexed restatement was adopted by the Board of Directors and does not contain any amendment requiring Shareholder approval.
2. Article I, Article III and Article IX of the Articles of Incorporation of the corporation are hereby amended so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof
3. The date of adoption of the aforesaid amendment was October 14, 1998.

Executed on this 14th day of October, 1998.

**ANDERSEN TRADING INCORPORATED**

By: \_\_\_\_\_

Razvan V. Andreescu, Director

**RESTATED ARTICLES OF INCORPORATION  
OF  
ANDERSEN TRADING INCORPORATED**

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We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Restated Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I.**

**Name**

The name of this corporation shall be:

**ANDERSEN TRADING INCORPORATED**

The principal office and mailing address of this corporation shall be: 272 Balbay Drive, Bal Harbour, Florida 33154.

**ARTICLE II.**

**Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III.**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, including but not limited to national and international leasing activities.

**ARTICLE IV.**

**General Powers**

The corporation shall have power:

- A. To sue and be sued, complain, and defend in its corporate name.

B. To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

C. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

D. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

E. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

F. To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

G. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

H. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

I. To conduct its business, locate offices, and exercise the powers granted

by law within or without this state.

J. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

K. To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

L. To make donations for the public welfare or for charitable, scientific, or educational purposes.

M. To transact any lawful business that will aid governmental policy.

N. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

O. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

P. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

Q. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

#### ARTICLE V.

##### Capital Stock

A. The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to

perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

B. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE VI.

##### Indemnification By Court Order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

#### ARTICLE VII.

##### Affiliated Transactions

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

#### ARTICLE VIII.

##### Control-Share Acquisitions

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902(c) and 607.1320, Florida Statutes.

#### ARTICLE IX.

##### Registered Office and Registered Agent

The street address of the corporation's registered office is 501 E. Kennedy Boulevard, Suite 1900, Tampa, Florida 33602, and the name of the



corporation's registered agent at such address is David M. Doney. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

#### ARTICLE X.

##### Board of Directors

The number of directors constituting the Board of Directors shall be one (1) and the name and address of the person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Razvan V. Andreescu	272 Balbay Drive Bal Harbour, FL 33154

#### ARTICLE XI

##### Incorporators

The name and address of the incorporator of this corporation is as follows:

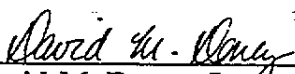
<u>Name</u>	<u>Address</u>
David M. Doney	Fowler, White, Gillen, Boggs, Villareal and Banker, P.A. 501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602

#### ARTICLE XII

##### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
David M. Doney, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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In compliance with Section 48.091, Florida Statutes, the following is submitted:

Andersen Trading Incorporated has named David M. Doney, located at 501 East Kennedy Boulevard, Suite 1700, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.

David M. Doney  
David M. Doney, Incorporator

Date 19 OCT 92

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

David M. Doney  
David M. Doney, Registered Agent

Date 12/14/98