

139488

(Requestor's Name)

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PICK-UP WAIT MAIL

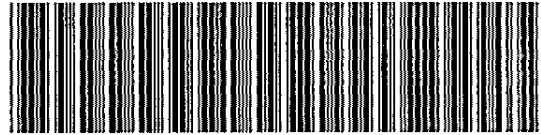
(Business Entity Name)

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*Amended &
Restated*

08/01/06--01003--014 **78.75

THE
DIVISION OF CORPORATIONS
AND BUSINESS REGISTRATION
TALLAHASSEE, FLORIDA

RECEIVED
06 JUL 31 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
06 JUL 31 PM 4:01

*OK
7/31/06*

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY

DATE: 7-31-06

REF. #: 0409.55406

CORP. NAME: BABCOCK FLORIDA COMPANY

File
2nd

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT (5) SETS ARTICLES OF DISSOLUTION
 ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
 FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
 REINSTATEMENT MERGER WITHDRAWAL
 CERTIFICATE OF CANCELLATION
 OTHER:

STATE FEES PREPAID WITH CHECK# 517950 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
 CERTIFICATE OF STATUS

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BABCOCK FLORIDA COMPANY
(A Florida Corporation)**

FILED
06 JUL 31 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **BABCOCK FLORIDA COMPANY** (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was December 13, 1918, as amended from time-to-time thereafter.
2. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on July 7, 2005 and the Shareholders of the Corporation on July 31, 2006 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.
3. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the corporation is **BABCOCK FLORIDA COMPANY** (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

c/o Kitson & Partners, LLC
9055 Ibis Boulevard
West Palm Beach, Florida 33412

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Hundred (100) shares, \$.001 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 31 day of July, 2006.

By: _____

Name: Sydney Kitson

Title: Chief Executive Officer

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **BABCOCK FLORIDA COMPANY**, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31 day of July, 2006.

American Information Services, Inc.

By *Nery C. Toledo, Asst. Sec.*
Nery C. Toledo, Assistant Secretary
Registered Agent