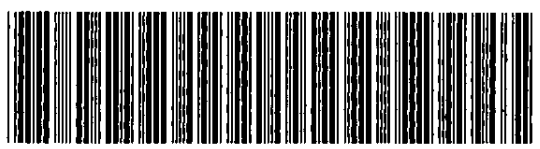


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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 DEC 29 PM 1:13

Amended/Restated  
ca/c/s  
@ 1/15/09

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

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the Date rec'd  
12.29.08

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** General Realty & Investment Co., Inc. +

**DOCUMENT NUMBER:** 241124 +

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Peter S. Daniels, Esq.  
(Name of Contact Person)

Devine, Millimet & Branch, P.A.  
(Firm/ Company)

300 Brickstone Square, 9th Floor  
(Address)

Andover, MA 01810  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Peter S. Daniels, Esq. at ( 978 ) 475-9100  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |   |  |   |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

DEVINE  
MILLIMET

ATTORNEYS AT LAW

January 13, 2009

PETER S DANIELS  
978.475.9100  
PDANIELS@DEVINEMILLIMET.COM

**VIA FEDERAL EXPRESS**

Irene Albritton, Regulatory Specialists II  
Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: General Realty & Investment Co., Inc. - Ref. No.: 241124

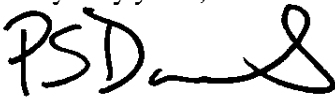
Dear Ms. Albritton,

Enclosed herewith please find a revised Second Amended and Restated Articles of Incorporation of General Realty & Investment Co., Inc. (the "Corporation"). Please note that as the proposed Registered Agent will not be able to sign for a few weeks, the Corporation has elected to keep the Registered Agent and Registered Office as currently listed, being Marion M. Wooten, 5020 Bayshore Blvd., Suite 105, Tampa, FL 33611.

Therefore, kindly file the Second Amended and Restated Articles of Incorporation in your usual manner, however, **please ensure that the filing has an effective date of the original filing, being December 29, 2008.**

If you should have any questions or comments regarding the enclosed, please do not hesitate to contact me.

Very truly yours,



Peter S. Daniels

PSD:lml

Enclosure

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DEVINE, MILLIMET  
& BRANCH  
PROFESSIONAL  
ASSOCIATION

300 BRICKSTONE SQUARE  
PO BOX 39  
ANDOVER  
MASSACHUSETTS 01810

T 978.475.9100  
F 978.470.0618  
DEVINEMILLIMET.COM

MANCHESTER, NH  
ANDOVER, MA  
CONCORD, NH  
NORTH HAMPTON, NH



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 7, 2009

PETER S. DANIELS, ESQ.  
DEVINE, MILLIMET & BRANCH, P.A.  
300 BRICKSTONE SQUARE - 9TH FLOOR  
ANDOVER, MA 01810

SUBJECT: GENERAL REALTY & INVESTMENT CO., INC.  
Ref. Number: 241124

We have received your document for GENERAL REALTY & INVESTMENT CO., INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's 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) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 809A00000404

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GENERAL REALTY & INVESTMENT CO., INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The Amended and Restated Articles of Incorporation are hereby deleted in their entirety and the following "Second Amended and Restated Articles of Incorporation" are hereby adopted as the Articles of Incorporation of General Realty & Investment Co., Inc. (the "Corporation"). These Amended and Restated Articles of Incorporation have been adopted by the Shareholders and Directors of the Corporation. The number of votes cast for these Amended and Restated Articles of Incorporation were sufficient for approval under the Corporation's Bylaws and the Florida Business Corporation Act.

**ARTICLE I**

**NAME**

The name of the Corporation is GENERAL REALTY & INVESTMENT CO., INC.

**ARTICLE II**

**DURATION**

The Corporation has perpetual existence.

**ARTICLE III**

**PURPOSES AND POWERS**

Section 1. The Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Business Corporation Act, as in effect from time to time (the "Act").

Section 2. The Corporation shall have all the powers set forth in the Act, including, but not limited to, the following powers:

(a) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(b) To act as broker, agent or factor for any person, firm or corporation.

(c) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(d) To borrow or raise money for any of the purposes of the Corporation and from time to time, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

(g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

(h) To include in its Bylaws (as amended and/or restated) any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders or in the event of death of any of its Shareholders. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of Directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

## ARTICLE IV

### CAPITAL STOCK AND DIVIDENDS

The Corporation shall only have the authority to issue one (1) class of capital stock, consisting of Thirty-Four Thousand Seven Hundred Seventy-Five (34,775) shares of Common Stock, One Dollar (\$1.00) Par Value Per Share (the "Common Stock"), as follows: (a) Three Thousand Ten (3,010) Shares shall be a Series designated "Series A Common Stock" and which shall have full voting rights under the Act, and (b) Thirty-One Thousand Seven Hundred Sixty-Five (31,765) Shares shall be Series designated "Series B Common Stock" which shall have no voting rights, except as required by the Act. The holders of Series A Common Stock and the holders of Series B Common Stock shall have all of the same rights, preferences, and privileges, except: (i) the holders of Series A Common Stock shall have one (1) vote per share on all matters submitted to a vote of the Shareholders, and shall be entitled to elect the members of the Board of Directors, and (ii) the holders of Series B Common Stock shall have no voting rights, except as required by the Act, and shall not be entitled to elect the members of the Board of Directors.

The holders of the outstanding Common Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in other property to the extent permitted by the Act. The Corporation may declare and pay dividends payable in shares of the Common Stock of the Corporation; provided, however, the holders of Series A Common Stock shall be eligible to receive share dividends in shares of either Series A Common Stock or Series B Common Stock, and the holders of Series B Common Stock shall be eligible to receive share dividends only in shares of Series B Common Stock.

## ARTICLE V

### PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights, and as such, upon the decision of the holders of the Series A Common Stock to issue any shares of the Common Stock (or any security convertible into or carrying a right to subscribe for or acquire shares), the Shareholders shall have the preemptive right to acquire proportional amounts of the Corporation's newly issued shares in accordance with the number of shares that such Shareholder currently owns, provided, however, a Shareholder shall only be permitted to acquire shares in a Series which such Shareholder owns shares. This preemptive right shall be granted on uniform terms in order to provide a fair and reasonable opportunity to exercise the right. If any Shareholder has not exercised his or her right to acquire additional shares in writing and delivered to the Board of Directors of the Corporation within twenty-one (21) days of the Shareholder's receipt of notice of the option, the Shareholder's right shall terminate and the Shareholder shall be prohibited from participating in such issuance. Any issuance of shares hereunder shall be at such prices as the Board of

Directors determine, provided, however, such prices shall not be less than the current fair market value for such shares, or the fair market value as determined as of the previous fiscal year-end.

#### **ARTICLE VI**

##### **AFFILIATED TRANSACTIONS**

The Corporation, pursuant to Section 607.0901(5)(a) of the Act, has expressly elected not to be governed by Section 607.0901 of the Act, pertaining to "Affiliated Transactions".

#### **ARTICLE VII**

##### **INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director of the Corporation, or any former Officer or Director of the Corporation, to the fullest extent permitted by the Act or other applicable law, in accordance with the Corporation's Bylaws (as amended and/or restated), pursuant to an agreement authorized by the Board of Directors with such person and as otherwise permitted under the Act.

#### **ARTICLE VIII**

##### **CORPORATE ADDRESS AND REGISTERED OFFICE AND AGENT**

The address of the principal office of the Corporation is 3 Cabot Road, Andover, Massachusetts 01810, and the mailing address of the Corporation is the same. The street address of the registered office of the this Corporation is 5020 Bayshore Blvd, Suite 105, Tampa, FL 33611, and the name of the Registered Agent of this Corporation at that address is Marion M. Wooten.

#### **ARTICLE IX**

##### **BOARD OF DIRECTORS**

This Corporation shall have four (4) Directors. The number of Directors may be either increased or decreased from time to time as may be provided by the Bylaws of the Corporation (as amended and/or restated), provided that the Corporation shall always have at least one (1) Director. As stated above, only the holders of the Series A Common Stock shall be entitled to elect the members of the Board of Directors.

#### **ARTICLE X**

##### **AMENDMENT**

These Second Amended and Restated Articles of Incorporation may only be amended, modified, or repealed upon the consent of at least two-thirds (2/3) of the holders of the Series A Common Stock.



**ARTICLE XI**  
**PROVISIONS FOR REGULATION OF THE**  
**INTERNAL AFFAIRS OF THE CORPORATION**

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid; provided, however, such consideration shall not be less than the current fair market value for such shares, or the fair market value as determined as of the previous fiscal year-end.

(b) Meetings of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of the Corporation's funds and in its discretion the Board of Directors may, to the extent permitted by applicable law, use and apply such funds in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Common Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the Officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the Board of Directors and to the extent provided by the Bylaws (as amended and/or restated) and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any Officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors present.

(h) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or Officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall such contract or other transaction be affected by the fact that the Directors or Officers of the Corporation are personally interested therein. Any Director or Directors, Officer or Officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this

Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a Director or Officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be interested.

(i) The Bylaws of the Corporation (as amended and/or restated) may be amended or repealed and additional Bylaws added or adopted by at least a two-thirds (2/3) vote of the full Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders meeting. The Bylaws of the Corporation (as amended and/or restated) may be further amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the Corporation has executed these Second Amended and Restated Articles of Incorporation on December 17<sup>th</sup>, 2008, effective as of the 1<sup>st</sup> day of January, 2008.

GENERAL REALTY & INVESTMENT CO., INC.

By: Carter W. Rountree  
Name: Carter W. Rountree  
Title: President