MARTHA A. KIMBALL
ATTORNEY AT LAW
1245 COURT STREET, SUITE 100
CLEARWATER, FLORIDA 33756

TELEPHONE (813) 4?7-3?07 FAX (813) 443-3476

P96000031523

September 1, 1998

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*****87.50 *****87.50

Division of Corporations
ATTENTION: AMENDMENT SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: Bonnie F. Earle & Associates, Inc.

Dear Sir/Madam:

Enclosed are the following documents for the above referenced corporation:

1. Articles of Amendment and Amended and Restated Articles of Incorporation
2. Designation of Registered Agent/Registered Office

Also enclosed is a check for $87.50 in payment of the filing fee ($35.00) and a certified copy ($52.50).

Please send the certified copy to me at the following address:

Martha A. Kimball
P. O. Box 7168
Clearwater, FL 33758-7168

FILED
98 OCT 13 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, please do not hesitate to contact me.

Sincerely,

Martha A. Kimball

Martha A. Kimball

MAK:sc

Enclosure

cc: Bonnie F. Earle

P96000031523
98 Amend + RC
copy
10-13-98

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1998

MARTHA KIMBALL
1245 COURT STREET, SUITE 100
CLEARWATER, FL 33756

SUBJECT: BONNIE F. EARLE AND ASSOCIATES, INC.
Ref. Number: P96000031523

We have received your document for BONNIE F. EARLE AND ASSOCIATES, INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

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.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 598A00047391

This has been corrected as directed in your letter and our phone conversation on 10/7/98
Thanks,
Martha Kimball

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BONNIE F. EARLE AND ASSOCIATES, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following amendments have been adopted:

(See attached Amended and Restated Articles of Incorporation)

SECOND: These amendments do not provide for an exchange, reclassification or cancellation of issued shares.

THIRD: The date these amendments were adopted was September 1, 1998.

FOURTH: These amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 1st day of September, 1998.

Bonnie F. Earle

BONNIE F. EARLE, PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

THE UNDERSIGNED, for the purpose of beginning a Corporation under the laws of the State of Florida, Chapter 607, General Corporation Act, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit generally, hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be:

BONNIE F. EARLE & ASSOCIATES, INC.

The principal place of business of this corporation shall be:

1776 St. Croix
Clearwater, FL 33759

The mailing address of this corporation shall be:

P. O. Box 1103
Safety Harbor, FL 34695

ARTICLE II - GENERAL PURPOSES

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

In carrying out its general purpose, this corporation may transact any business whatsoever that this Corporation may deem proper or convenient in connection with its general purpose that it may deem calculated, directly or indirectly, to improve the interest of this Corporation, and to do all things specified in the Florida Statutes and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

ARTICLE III - CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation shall be 1,000 shares having a par value of One Dollar ($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 shareholders.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall be effective upon filing and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - DIRECTORS AND OFFICERS

This corporation shall have one director. The number of directors may be increased or diminished from time to time as provided by the Bylaws adopted by the shareholders, but shall never be less than one. All corporate powers shall be exercised by and under the authority of the board of directors; and the business and affairs of the corporation shall be managed under the direction of the board of directors.

The names and street addresses of the directors and officers of this Corporation, who, subject to these Amended and Restated Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for one year or until their successors are elected are:

<u>DIRECTOR/PRESIDENT/TREASURER:</u>
Bonnie F. Earle
1776 St. Croix
Clearwater, FL 33759

<u>VICE PRESIDENT:</u>
Clifford Earle
1776 St. Croix
Clearwater, FL 33759

<u>SECRETARY:</u>
Kathleen S. Earle
142 4th Avenue South
Safety Harbor, FL 34695

ARTICLE VI - REGISTERED AGENT AND OFFICE

The address of the registered agent and office of the Corporation in the State of Florida are:

Bonnie F. Earle
1776 St. Croix
Clearwater, FL 33759

ARTICLE VII - INDEMNIFICATION

The corporation may indemnify any present or former officer, director, or other person authorized to act on behalf of the corporation to the full extent now or hereafter permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE IX - AMENDMENT

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X - INCORPORATOR

The name and street address of the subscriber to these Articles of Incorporation are:

Bonnie F. Earle
1776 St. Croix
Clearwater, FL 33759

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of September, 1998.

Bonnie F. Earle

BONNIE F. EARLE, INCORPORATOR

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

   BONNIE F. EARLE & ASSOCIATES, INC.

2. The name and address of the registered agent and office are:

   Registered Agent: BONNIE F. EARLE

   Registered Office: 1776 St. Croix
   Clearwater, FL 33759

Signed this 1st day of September, 1998.

BONNIE F. EARLE, President

ACCEPTANCE BY REGISTERED AGENT

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, and I accept the duties and obligation of my position as Registered Agent.

BONNIE F. EARLE
Registered Agent

Date: September 1st, 1998