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BASIC AMENDMENT

PRO MAINTENANCE SERVICE, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 2001

PRO MAINTENANCE SERVICE, INC.
4306 E COLUMBUS DRIVE
TAMPA, FL 33605

SUBJECT: PRO MAINTENANCE SERVICE, INC.
REF: P99000056841

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6880.

Karen Gibson
Corporate Specialist

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

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRO MAINTENANCE SERVICE, INC.

The undersigned hereby files these Amended and Restated Articles of Incorporation of PRO MAINTENANCE SERVICE, INC. The original Articles of Incorporation were filed June 23, 1999, and assigned Document No. P99000056841.

ARTICLE I

Name

The name of the Corporation shall be:

PRO MAINTENANCE, INC.

Address

The principal mailing address of the Corporation is 4306 E. Columbus Drive, Tampa, Florida 33605.

ARTICLE II

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The Corporation is organized for the purpose of engaging in any and all lawful businesses.

ARTICLE IV

Powers

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

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(c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

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(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V Capital Stock

The Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

ARTICLE VI Registered Office and Agent

The street address of the registered office of the Corporation is c/o Akerman, Senterfist & Eidson, P.A., 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of its registered agent at such address is Temple H. Drummond.

ARTICLE VII Director

The Corporation has one (1) director. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one but no more than ten directors. The name and address of the director of the Corporation, who shall serve until his successor(s) are duly elected and qualified, is:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Frank Messina	4306 E. Columbus Drive Tampa, Florida 33605

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ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE IX
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE X
Preemptive Rights

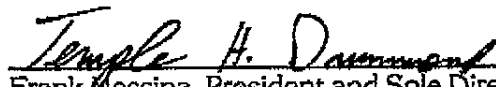
Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XI
Amendment

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

THIS RESTATEMENT was adopted by the Board of Directors and does not contain any amendment requiring shareholder approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 28th day of February, 2001.


Frank Messina, President and Sole Director, by his
authorized representative