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Bob Johnston

Requester's Name

2227 W. Main St., Suite 3

Address

Jacksonville, AR 72076

City/State/Zip

Phone #

(800) 700-2771

900004425599-1

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\*\*\*185.00 \*\*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in
- Pick up time
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 JUN 15 AM 9:03

Amended & Restated

Examiner's Initials LJP

6-19-2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2001 JUN 15 AM 9: 03

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
of  
**Americans Developing and Preserving Together, Inc.**

Pursuant to Sections 607.1007 and 607.1003 of the Florida Business Corporation Act, Americans Developing and Preserving Together, Inc., a Corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"),

DOES HEREBY CERTIFY AS FOLLOWS:

The name of the corporation is Americans Developing and Preserving Together, Inc. The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Florida on 10/6/1999.

Pursuant to (a) 607.1007 and 607.1003 of the Florida Business Corporation Act; and (b) resolutions (I) proposed by the Corporation's directors at a meeting held on 12/9/2000 and (II) adopted by written consent executed on 12/9/2000 by the holders of all of the outstanding shares of the capital stock of the Corporation, these Restated and Amended Articles of Incorporation of AMERICANS DEVELOPING AND PRESERVING TOGETHER, INC. amend and restate the provisions of the Articles of Incorporation of this Corporation.

The Articles of Incorporation of this Corporation, as heretofore amended or supplemented, is hereby restated and further amended to read in its entirety, as follows: "AMENDED AND RESTATED ARTICLES OF INCORPORATION OF AMERICANS DEVELOPING AND PRESERVING TOGETHER, INC."

ARTICLE I: The name of the corporation is: Americans Developing and Preserving Together, Inc.

ARTICLE II: The purposes of the Corporation are to engage in, promote, conduct, and carry on any lawful acts or activities for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III: The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is Thirty Two Million Five Hundred Thousand (32,500,000), Twenty Two Million Five Hundred Thousand (22,500,000) of which shall be Common Stock, 0.20¢ par value per share, and the remaining ten million (10,000,000) of which shall be Preferred Stock, .05¢ par value, issuable in one or more series. The Board of Directors is authorized, subject to limitations, prescribed by law and the provisions of this Article FIVE, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following: (a) The number of shares constituting that series and the distinctive designation of that series; (b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment or dividends on shares of that series; (c) Whether that series shall have voting rights in addition to the voting rights provided by law and, if so, the terms of such voting rights; (d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine; (e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date, or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; (f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and if so, the terms and conditions of such sinking fund; (g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation and the relative rights of priority, if any, of payment of shares of that series; (h) any other relative rights, preferences and limitations of that series. If upon any voluntary or involuntary liquidation,

dissolution or winding up of the corporation, the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

ARTICLE IV: No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase, or receive any share of stock of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold, or offered for sale by the Corporation. .

ARTICLE V: The Corporation is to have perpetual existence.

ARTICLE VI: The private property or assets of the shareholders of the Corporation shall not to any extent whatsoever be subject to the payment of the debts of the Corporation.

ARTICLE VII: The mailing address of the Corporation is 300 Fifth Avenue South, Suite 101-200, Naples, FL 34102. The principal place of business is 4850 St. James Ave., Titusville, FL 32780. The Registered Agent is Renita Watts, 4850 St. James Ave., Titusville, FL 32780

ARTICLE VIII: Officers and Directors are:

Jim Johnson -	Chairman/Director
George Giacometti -	President/Director
Ron Davis -	Secretary/Treasurer/Director
Jack Engelkes -	Director
Dr. George Wolff -	Director

Election of Directors need not be by written ballot, unless otherwise provided in the by-laws of the Corporation.

ARTICLE IX: The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the By-laws of the Corporation. None of the directors need be a shareholder or a resident of the State of Florida.

ARTICLE X: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the Florida Constitution, the Florida Business Corporation Act, or other statutes or laws of the State of Florida, the Board of Directors is expressly authorized, without first receiving the assent of the shareholders, to: (a) Make, amend, alter, change, add to or repeal the By-laws of the Corporation; (b) Authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation; (c) Set apart out of any funds of the Corporation, available for dividend, a reserve or reserves for any proper purpose and reduce any such reserve in the manner in which it was created; (d) Adopt from time to time, By-law provisions, with respect to indemnification of directors, owners, employees, agents, and other persons it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law; (e) Determine from time to time whether, to what extent, at what times and places, and under what conditions, the books and accounts of the Corporation (other than the record of shareholders) or any of them, shall be open to inspection by shareholders; and (f) Exercise all such powers and do all such acts and things, in addition to the powers and authorities herein or by statute expressly conferred upon them, as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the laws of the State of Florida, of this Certificate Of incorporation and of any By-laws from time to time made by the Shareholders; provided, however, that no By-law so made shall invalidate any prior act of the directors which would have been valid if such By-law had not been made.

ARTICLE XI: The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation, subject to any provision contained in the statutes.

ARTICLE XII: The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained, in the manner now or hereafter prescribed by statute, and all rights, powers, privileges, and discretionary authority granted or conferred herein upon shareholders or directors are granted subject to this reservation.


ARTICLE XIII: Subject to, and to the fullest extent permitted by Chapter 607.0831 of the Florida Business Corporation Act, as amended from time to time, no director shall be liable to the Corporation or to any of its shareholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability under Chapter 607.0834 of the Florida Business Corporation Act; or (4) a transaction from which the director derived an improper personal benefit.

ARTICLE XIV: The Corporation shall not be governed by Section 607.0901 of the Florida Business Corporation Act.

ARTICLE XV: The Corporation shall not be governed by Section 607.0902 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed on behalf of Americans Developing and Preserving Together, Inc. by its Secretary/Treasurer, under penalties of perjury, on this June 12, 2001.

By:



Ron Davis  
Secretary/Treasurer

*Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*



Renita Watts  
Registered Agent

6/12/01  
Date