

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

S76852

FILED
00 APR 21 AM 11:59

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 04-21-00

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*****43.75 *****43.75

REF. #: 0262.11656

CORP. NAME: POLARIS ASSOCIATES, INC.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: Amendment and Restatement of Articles

STATE FEES PREPAID WITH CHECK# 7577 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

LEASE RETURN:

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

PLAIN STAMPED COPY

Examiner's Initials _____

Amend + Re state
4-27-00
MT

RECEIVED
00 APR 21 AM 10:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF
AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
POLARIS ASSOCIATES, INC.**

FILED
00 APR 21 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Polaris Associates, Inc., a corporation organized and existing under the laws of the State of Florida, in order to amend and restate its Articles of Incorporation in accordance with the requirements of Sections 607.1006 and 607.1007, Florida Statutes, does hereby, by and through the undersigned officer, its President, certify as follows:

I. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the corporation's Articles of Incorporation, and supersede the corporation's Articles of Incorporation filed on August 28, 1991 and all amendments thereto.

II. The Amended and Restated Articles of Incorporation of the corporation filed together herewith contain amendments to the corporation's existing Articles of Incorporation that require the approval of the holders of the corporation's common stock.

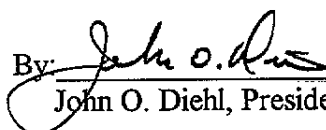
III. The amendments to the corporation's existing Articles of Incorporation being effected by the Amended and Restated Articles of Incorporation are to delete existing Article I through Article V and substitute in their place the Amended and Restated Articles of Incorporation attached to this Certificate.

IV. The Amended and Restated Articles of Incorporation and the amendments contained therein were unanimously approved by all the shareholders of the Corporation on the 14 day of FEBRUARY, 2000, which vote was sufficient to approve such amendments in accordance with Section 607.1003, Florida Statutes.

The Amended and Restated Articles of Incorporation filed together herewith constitute the Amended and Restated Articles of Incorporation of the corporation as approved by the shareholders and the Board of Directors of the corporation.

IN WITNESS WHEREOF, POLARIS ASSOCIATES, INC. has caused this Certificate of Amendment and Restatement of the Articles of Incorporation of Polaris Associates, Inc. to be executed by its President this 14 day of FEBRUARY, 2000.

POLARIS ASSOCIATES, INC.

By: 
John O. Diehl, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POLARIS ASSOCIATES, INC.**

ARTICLE I

Name

The name of this corporation shall be:

POLARIS ASSOCIATES, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this corporation shall be:

2915 State Road 590
Suite 17
Clearwater, Florida 33759

ARTICLE III

Business and 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 under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible),

in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1419 Eastfield Drive, Clearwater, Florida 34624, and the initial registered agent of this corporation at such office shall be John O. Diehl. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the shareholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the shareholders, and the shareholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Amended and Restated Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE X

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, Polaris Associates, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by its President this 14 day of FEBRUARY, 2000.

POLARIS ASSOCIATES, INC.

By: John O. Diehl
John O. Diehl, President