

Sent To: GILL GAN, KING, GOODING;

352 867 0237

AUG-6-08 9:45AM;

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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GILL GAN, KING & GOODING, P.A.
Account Number : 120010000016
Phone : (352) 867-7707
Fax Number : (352) 867-0237

08 AUG -6 PM 12:42

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SECRETARY OF STATE
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

SHADDIX HOLDING COMPANY

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Amended
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August 5, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHADDIX HOLDING COMPANY
1275 BEVILLE ROAD
DAYTONA BEACH, FL 32119

SUBJECT: SHADDIX HOLDING COMPANY
REF: P97000106686

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

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

In Article VIII - Incorporator you have referred to Steven L. Shaddix, our records show Pamela Price as original incorporator. If it's not your intent to change the incorporator make no mention of it.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 808A00044595

RECEIVED
2008 AUG -6 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1007, Florida Statutes, the undersigned corporation pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation fully supersede the original and any amendments thereto.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SHADDIX HOLDING COMPANY**

ARTICLE I - NAME

The name of the Corporation ("Corporation") is Shaddix Holding Company.

ARTICLE II - ADDRESS

The street address of the principal office of the Corporation is 1275 Beville Road, Suite 1200, Daytona Beach, Florida 32119.

ARTICLE III - DURATION

The Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 6,706,0016 shares of \$1 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1275 Beville Road, Suite 1200, Daytona Beach, Florida 32119. The initial registered agent for the Corporation at that address is Steven L. Shaddix.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of six (6) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

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DIVISION OF CORPORATIONS
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Name	Address
William O. Shaddix, II	1 Deer Moss Trail Ormond Beach, Florida 32174
Sharon S. Gordon	7611 Timberly Court Mechan, Virginia 22102
Sharlene S. Fox	686 Ferncliff Drive Port Orange, Florida 32127
Madeline E. Shaddix	6 Homan Terrace Daytona Beach, Florida 32168
William Stanley Shaddix	2130 Old Daytona Road Port Orange, Florida 32128
Steven L. Shaddix	5607 SE 44 th Circle Ocala, Florida 34480

ARTICLE VIII INCORPORATOR

Name	Address
Pamela O. Price	201 E Pine Street, Suite 1200 Orlando, Florida 32801

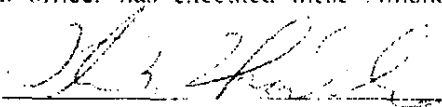
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these *Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation, except that unanimous consent by shareholders is necessary to amend these Restated Articles of Incorporation to authorize the issuance of additional shares of stock in Shaddix Holding Company.*

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation on May 21, 2008.

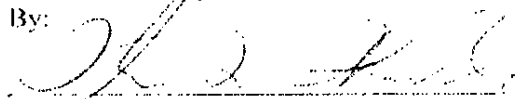

Name: Steven L. Shaddix, President

The foregoing Amended and Restated Articles of Incorporation restate and integrate and amend in accordance with §607.1003, §607.1006, and §607.1007 the provisions of the corporations Articles of Incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

Dated May 21, 2008

Shaddix Holding Company

By:



Steven L. Shaddix, President

Restated Articles Certificate

In accordance with §607.1007(4), it is hereby certified that:

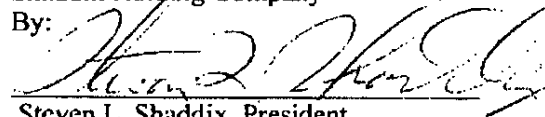
The Board of Directors adopted the Amended and Restated Articles of Incorporation, and the amendments to the Articles appearing in the restated articles were duly approved by the shareholders in accordance with the Florida Business Corporation Act, and the information required in §607.1006 is set forth as follows:

- (1) The name of the corporation is Shaddix Holding Company;
- (2) The text of each amendment adopted is set forth in its entirety in Article V and Article X of the Amended and Restated Articles of Incorporation.
- (3) The amendment does not provide for an exchange, reclassification, or cancellation of issued shares, or provisions for implementing the amendment;
- (4) The date of the amendment's adoption is May 21, 2008;
- (5) The amendment was unanimously approved by the shareholders, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated this 21st day of May, 2008.

Shaddix Holding Company

By:



Steven L. Shaddix, President