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BASIC AMENDMENT

ESSLINGER-WOOTEN-MAXWELL, INC.

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Certificate of Status	1
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Amended & Resub

TR 7/18/03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ESSLINGER-WOOTEN-MAXWELL, INC.**

1. The name of this corporation is Esslinger-Wooten-Maxwell, Inc., a Florida corporation (the "Corporation"), whose principal office address is 1360 South Dixie Highway, Coral Gables, Florida 33146.

2. The Articles of Incorporation of Esslinger-Wooten-Maxwell, Inc., originally filed October 1, 1968, and as subsequently amended, are hereby deleted in their entirety and amended and restated to read as follows:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Esslinger-Wooten-Maxwell, Inc. Its principal office address and business mailing address is 1360 South Dixie Highway, Coral Gables, Florida 33146.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000,000 shares of common stock with no par value.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the Registered Office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the Registered Agent of this Corporation at such office shall be Dennis J. Olle, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the directors constituting the Board of Directors are:

<u>Name</u>	<u>Address</u>
Allen C. Harper	1360 South Dixie Highway Coral Gables, Florida 33146
Ronald A. Shuffield	1360 South Dixie Highway Coral Gables, Florida 33146

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Esslinger-Wooten-Maxwell, Inc. at the place designated in these Amended and Restated Articles of Incorporation, Dennis J. Olle agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: July 15, 2003



Dennis J. Olle, Esq.

3. The foregoing Amended and Restated Articles of Incorporation were adopted by the sole shareholder of the Company, on July 15, 2003, by written consent of such sole shareholder entitled to vote.

4. As of this date and as of the date of the adoption of these Amended and Restated Articles of Incorporation, 15,000 shares of the Company's 20,000 shares of authorized common stock, par value \$1.00 per share, have been issued and all of such issued and outstanding shares voted for the adoption of these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 15th day of July, 2003.

Esslinger-Wooten-Maxwell, Inc.

By: 

Ronald A. Shuffield, President