

Dec-05-2003 11:34am

RUEN MCCLOSKEY 17FLNO TH

T-201 P.001/004 F-218

340484

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000330207 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 764-4996

RECEIVED

03 DEC -5 AM 11:59

DIVISION OF CORPORATIONS

BASIC AMENDMENT

HEIDT & ASSOCIATES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC -5 PM 2:34

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

Amended
+
Restated
JF

12/5/07

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HEIDT & ASSOCIATES, INC.
(a Florida corporation)**

The undersigned, in his capacity as the Chief Executive Officer of Heidt & Associates, Inc. (the "Corporation"), has executed these First Amended and Restated Articles of Incorporation (these "Restated Articles") as adopted by the Corporation as of November 17, 2003, and hereby certifies on behalf of the Corporation that these Restated Articles contain provisions required to be approved by the shareholders of the Corporation and the same were so approved by the unanimous written consent of the shareholders of the corporation in lieu of a meeting thereof on November 17, 2003, which vote of the shareholders was sufficient for such approval.

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is HEIDT & ASSOCIATES, INC. (the "Corporation").

**ARTICLE II
COMMENCEMENT OF EXISTENCE**

The Corporation's existence commenced on January 22, 1969 with the filing of its original Certificate of Incorporation with the Secretary of State of the State of Florida. The Corporation shall have a perpetual existence.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 5,000 shares of capital stock all of which shall have a par value of \$10.00 per share.

**ARTICLE V
PRINCIPAL OFFICE**

The principal office of the Corporation is 2212 West Swan Avenue, Tampa, Florida, 33606.

FILED
03 DEC -5 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street and mailing address of the registered agent of the Corporation is 825 Oregon Avenue, Tampa, Florida 33606, and the name of the Corporation's registered agent at that address is William Bahlke.

ARTICLE VII
BYLAWS

In furtherance of and not in limitation of the powers conferred by the laws of the State of Florida, the power to make, adopt, alter, amend, or repeal Bylaws of the Corporation shall be vested in each of the Board of Directors and the shareholders, except to the extent otherwise set forth in the Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS

(A) To the fullest extent permitted by law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

IN WITNESS WHEREOF, the undersigned has executed these First Amended and Restated Articles of Incorporation as of November 17, 2003.



E.A. Andrews
Chief Executive Officer