



234696

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01 OCT 24 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 144981 82866A
AUTHORIZATION : *Patricia Pizit*
COST LIMIT : \$ 43.75

ORDER DATE : October 23, 2001

ORDER TIME : 4:25 PM

ORDER NO. : 144981-010

CUSTOMER NO: 82866A

UUUUUU4652260--3

CUSTOMER: Mr. Hal Adams Airth, Jr.
Clark & Campbell, P.a.
4740 Cleveland Heights Blvd
Lakeland, FL 33813

DOMESTIC AMENDMENT FILING

NAME: ANCHOR INVESTMENT
CORPORATION OF FLA.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

RECEIVED
01 OCT 24 PM 4:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

C. Coulliette OCT 25 2001

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133
EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 25, 2001

RESUBMIT

Please give original
submission date as file date.

CSC
ATTN: JEANINE
TALLAHASSEE, FL

SUBJECT: ANCHOR INVESTMENT CORPORATION OF FLA.
Ref. Number: 234696

We have received your document for ANCHOR INVESTMENT CORPORATION OF FLA. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 701A00058654

RECEIVED
01 OCT 25 PM 12:25
TALLAHASSEE, FL
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

**RESTATED ARTICLES OF INCORPORATION
OF
ANCHOR INVESTMENT CORPORATION OF FLA.**

FILED
01 OCT 24 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the President of the Corporation, a natural person competent to contract, pursuant to the provisions of Florida Statutes §607.1006, hereby adopts and files these Restated Articles of Incorporation as an amendment and restatement of the Corporation's Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

ANCHOR INVESTMENT CORPORATION OF FLA.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

- (a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- (b) Purchase the corporate assets of any other corporation and engage in the same character of business.
- (c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.
- (d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- (e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including

the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock, having a par value of \$0.01 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. A holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for (i) any of the corporation's authorized but unissued stock of any class, (ii) any of the corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the

corporation's authorized capital stock or (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, prorata, based on such shareholder's percentage of ownership of stock in the corporation.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. REGISTERED AGENT

The street address of the registered agent of the corporation in the State of Florida is, 4740 Cleveland Heights Boulevard, Lakeland, Florida 33813, and the name of the corporation's registered agent at that address is Ronald L. Clark.

ARTICLE VI. PRINCIPAL OFFICE

The initial principal office of the Corporation is 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the director, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation, all of which are not inconsistent with these Articles, any bylaws that may be adopted by the shareholders or any shareholders' agreement.

ARTICLE IX. DIRECTORS

The name and street address of the sole member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Lawrence W. Maxwell	500 South Florida Avenue Suite 700 Lakeland, Florida 33801

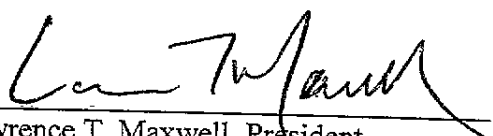
Members of the Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting in accordance with the law and any shareholders' agreement then in effect.

ARTICLE XII. ADOPTION

This restatement was approved by the sole shareholder of the Corporation.
The date of adoption is 10/23/01.


Lawrence T. Maxwell, President

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That ANCHOR INVESTMENT CORPORATION OF FLA., with its principal office as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, and has named Ronald L. Clark, at Clark & Campbell, P.A., 4740 Cleveland Heights Boulevard, Lakeland, Polk County, Florida 33813, as its agent to accept service of process within this state.



Lawrence T. Maxwell, President

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §607.0501.



Ronald L. Clark, Registered Agent