

Nov. 13. 2009 3:11PM

Porques Hamlin Knowles Prouty

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Division of Corporations

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Florida Department of State
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November 13, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DES CHAMPS & GREGORY, INC.
1812 MANATEE AVENUE W.
BRADENTON, FL 34205

SUBJECT: DES CHAMPS & GREGORY, INC.
REF: 276973

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Annette Ramsey
Regulatory Specialist II

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FAX AUDIT NO. H09000240770 3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF
DES CHAMPS & GREGORY, INC.

We, the undersigned President/Secretary and Chief Executive Officer, respectively, of DES CHAMPS & GREGORY, INC., a Corporation organized under the Laws of the State of Florida, hereby certify that the following Restated Articles of Incorporation of DES CHAMPS & GREGORY, INC., were adopted by all of the Directors and Shareholders of said Corporation on November 6, 2009:

ARTICLE I. NAME

The name of this corporation is DES CHAMPS & GREGORY, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 1812 Manatee Avenue West, Bradenton, FL 34205.

ARTICLE III. COMMENCEMENT & DURATION

This corporation's existence commenced on December 31, 1983. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of no par value voting common capital stock and 100 shares of no par value non-voting common capital stock.

PREPARED BY:
Gregory J. Porges, Esq. (Bar No.: 0120348)
Porges, Hamlin, Knowles & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida, 34205
(941)748-3770

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ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's registered office is: 1812 Manatee Avenue West, Bradenton, FL 34205.

The name of the individual who serves as this corporation's registered agent at that address is: THOMAS R. HAYES.

ARTICLE VIII. SHAREHOLDERS AND DIRECTORS

The names and addresses of the current Shareholders and Directors are:

W. Stuart Gregory
2305 Riverview Boulevard
Bradenton, FL 34205

Thomas R. Hayes
39 Michiana Drive
Terra Ceia, FL 34250


Eric A. Gregory
3022 Phillips Road
Parrish, FL 34219

ARTICLE IX. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Shareholders as reflected in the By-Laws of the Corporation and in accordance with the requirements of that certain Shareholders Agreement dated December 5, 1983, as amended and restated in its entirety on July 10, 2008, and as such Shareholders Agreement may be thereafter amended.

IN WITNESS WHEREOF, the undersigned have signed these Restated Articles of Incorporation on this 10 day of November 2009.


Eric A. Gregory, President/Secretary


Thomas R. Hayes, Chief Executive Officer


PREPARED BY:
Gregory J. Porges, Esq. (Bar No.: 0120348)
Porges, Hamlin, Knowles & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida, 34205
(941)748-3770

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of DESCHAMPS & GREGORY, INC., which is contained in the foregoing Restated Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1998), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 10 day of November 2009.


THOMAS R. HAYES, Registered Agent

PREPARED BY:
Gregory J. Porges, Esq. (Bar No.: 0120348)
Porges, Hamlin, Knowles & Prouty, P.A.
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