

314339

Amended & Restated Articles 500002537305--6

Filed 1-21-88

8 pgs.

CORPORATION INFORMATION SERVICES INC.

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ON BEHALF OF
SMITH & HULSEY, P.A.
 ATTN: JOHN SMITH
 904-359-7700
 ATTORNEYS AT LAW
 P.O. BOX 53315
 JAX, FL 32201

ORDER NO.
 01

CUSTOMER NO.	ORDER DATE	ORDER TIME
057	11-28	09:55 AM
ORDER TAKEN BY		
KAPALYN PETERSEN		

DESCRIPTION

FILE AMENDMENT
 CERTIFIED COPY
 1-1-E NATIONWIDE. IN .
 DOCUMENTS RECEIVED BY MAIL.
 STATE FEES PREPAID WITH YOUR CHECK \$240.00
 (\$70.00 MADE TO THE STATE)

*Carroll's
 Restricted*

NAME	ADHESION
ADDRESS	ADA
CITY	AD
STATE	AD
ZIP	AD
TELEPHONE	AD
VERIFIER	AD

TAX	
REGISTRATION FEE	
REGISTRATION	20.00
CERT/PHOTO	20.00
AMENDMENT	20.00
TOTAL	70.00
REG MAIL	
EC/B:	

IF FOR ANY REASON THE ABOVE REQUEST IS CONFUSING OR INCORRECT
 PLEASE CONTACT OUR OFFICE IMMEDIATELY AT THE TELEPHONE NUMBER
 LISTED ABOVE THANK YOU FOR YOUR ASSISTANCE WITH THE ABOVE
 REQUEST.

LAW OFFICES
SMITH & HULSEY
1800 FLORIDA NATIONAL BANK TOWER
POST OFFICE BOX 53315
JACKSONVILLE, FLORIDA 32201-3315

LLOYD SMITH
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TIMOTHY W. VOLPE
WADDELL A. WALLACE, II
HARRY M. WILSON, III

January 20, 1988

Bureau of Corporate Records
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: P-I-E Nationwide, Inc.

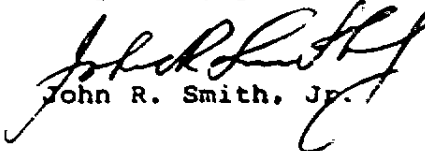
Gentlemen:

Enclosed for filing are the original and one copy of the Amended and Restated Certificate of Incorporation and the original Statement of Change of Registered Office or Agent for P-I-E Nationwide, Inc. Also enclosed is our check in the amount of \$70.00 representing:

Filing Fee	\$20.00
Change of Registered Agent Fee	20.00
Fee for one certified copy	<u>30.00</u>
TOTAL	\$70.00

Please forward to us a certified copy of the Amended and Restated Certificate of Incorporation after filing.

Very truly yours,


John R. Smith, Jr.

JRSjr/jf

Enclosures

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

P-I-E NATIONWIDE, INC.

Pursuant to Section 607.194 of the
General Corporation Act of the
State of Florida

FIRST: P-I-E NATIONWIDE, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby desire to Amend and Restate its Certificate of Incorporation as hereafter provided below. The Certificate of Incorporation of the Corporation was originally filed in the office of the Secretary of State of Florida on February 27, 1967, under the name of: Ryder Truck Lines Inc.

SECOND: This Amendment and Restatement of the Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation in accordance with Section 607.194 of the General Corporation Act of the State of Florida (the "GCA"), and thereafter submitted to the shareholders of the Corporation for their adoption, ratification and approval.

THIRD: By vote taken on July 23, 1987, the holders of a majority of the shares entitled to vote thereon duly adopted, ratified and approved this Amended and Restated Certificate of Incorporation in all respects.

FOURTH: Pursuant to this Amended and Restated Certificate of Incorporation, ARTICLES I through IX are hereby deleted in their entirety and replaced with the terms and provisions of the ARTICLES set forth below:

ARTICLE I

The name of the Corporation shall be:

P-I-E NATIONWIDE, INC.

ARTICLE II

The general nature of the business to be transacted shall be any or all lawful business for which corporations may be incorporated under the GCA.

ARTICLE III

(a) The number of shares of capital stock which the Corporation shall have authority to issue is Five Million (5,000,000) shares of Preferred Stock, without par value, and Thirty Million (30,000,000) shares of Common Stock, without par value, all of which shall be fully paid and nonassessable. The Preferred Stock shall have such preference, rights, voting powers, restrictions and qualifications of, dividends on, times and prices of redemption of, and conversion rights of its shares as the Directors may fix from time to time and set forth and file in articles supplementary to the Certificate of Incorporation before issuance of any unissued shares of Preferred Stock. Dividends on the outstanding shares of Preferred Stock shall be cumulative and payable in preference and priority to any dividends or distributions upon the Common Stock; whenever the full dividends shall have been paid upon all outstanding Preferred Stock for all past dividend periods, the Board of Directors may declare or cause to be paid dividends to the holders of Common Stock. The Preferred Stock shall have preference and priority over the Common Stock for payment of the amount to which the outstanding Preferred Stock shall be entitled, in accordance with provisions now or hereafter set forth in the Certificate of Incorporation of the Corporation; upon voluntary or involuntary liquidation, or upon voluntary or involuntary distribution of the assets of the Corporation; and after payment of such amount upon the Preferred Stock all remaining assets of the Corporation shall be distributed to the holders of the Common Stock as the directors may so determine. All of such stock shall be paid for by cash, property, labor or services having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock so to be issued.

(b) Shares of the Corporation's Common Stock shall be redeemed in accordance with the Bylaws of the Corporation.

ARTICLE IV

The principal place of business of this Corporation as well as its registered office shall be at 2050 Kings Road, Jacksonville, Florida 32209, and its registered agent at such address shall be Kinzey Reeves. The Corporation shall have such branch offices at any other place within and without the State of Florida.

ARTICLE V

The Board of Directors of the Corporation shall be nominated and elected in accordance with the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Amended and Restated Certificate of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid, this 21st day of September, 1987.

P-I-E NATIONWIDE, INC.

By Kinzey Reeves
Kinzey Reeves, President

[SEAL]

By Sue K. Butts
Sue K. Butts, Assistant Secretary

STATE OF FLORIDA)

COUNTY OF DUVAL)

ss.

BEFORE ME, the undersigned officer, authorized to administer oaths and take acknowledgments, personally appeared Kinsey Reeves, to me well known to be the person who executed the foregoing Amended and Restated Certificate of Incorporation, and acknowledged before me that he signed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 21st day of September, 1987.

Linda M. Reyer

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires June 22, 1988

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

FIRST: The name of the corporation is P-I-E Nationwide, Inc.

SECOND: The address of its present registered agent is 8751 West Broward Boulevard
Plantation, Florida 33324

THIRD: The address to which its registered agent is to be changed is 2050 Kings Road,
Jacksonville, Florida 32209

FOURTH: The name of its present registered agent is CT Corporation System

FIFTH: The name of its successor registered agent is Kinzey Reeves

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated May 21, 19 87

P-I-E NATIONWIDE, INC.

(exact corporate name)

SIGNATURE

Kinzey Reeves
(President or Vice-President)

DATE

SEPTEMBER 21 1987

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Kinzey Reeves
(Registered Agent)

DATE

10/2/87

FILING FEE: \$3.00

DIVISION OF CORPORATIONS · P. O. BOX 6327 · TALLAHASSEE, FL 32314

CR2E045 (9-85)