

Admitted in Florida and North Carolina Dadeland Towers North • Suite 408 9300 South Dadeland Boulevard Miaml, Florida 33156-2719

Tel.: (305) 670-6929 Fax: (305) 670-9990

June 29, 1999

Florida Department of State **Division of Corporations** P.O. Box 6327 Tallahassee, Florida 32314

3000 016****122.50 *****43.75

66

JUL 1 2 1999

П

Re: _ Dean Baldwin Painting Inc. File No. 1002.3

Gentlemen:

Enclosed are the Amended And Restated Articles Of Incorporation Of Dean Baldwin Painting, Inc. for filing with the Florida Department of State. Also enclosed is a check in the amount of \$122.50 to pay for the filing of the articles, the change of register agent and for a certified copy of the document after it is filed.

Thank you for your assistance with this matter.

Very truly yours, Paul M/ Kade

HStervt.

T. LEWIS

PMK:rg Enclosures

C:\MM\CLIENTS\CORRESPO\DEAN.FLA



-8 1999

FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 2, 1999

a,

PAUL M. KADE, ESQ. DADELAND TOWERS NORTH, SUITE 408 9300 SOUTH DADELAND BLVD. MIAMI, FL 33156-2719

SUBJECT: DEAN BALDWIN PAINTING, INC. Ref. Number: 413936

We have received your document for DEAN BALDWIN PAINTING, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please sign and return your check along with this document in order to complete your filing.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis Corporate Specialist Supervisor

Letter Number: 199A00034958

F5. 607.0122(11) RESTATIONMENT 3500 F5. 607.0122(6) Changeof Reg Agent 3500 F5. 607.0122(23) Cont. Copy of doc 5250

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF DEAN BALDWIN PAINTING, INC.

ARTICLE I - NAME

The name of this Corporation is **DEAN BALDWIN PAINTING, INC.**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be: 15560 Ocean Breeze Lane, Wellington, Florida 33414.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share. All shares of stock issued by the Corporation shall be paid in lawful money of the United States of America or in property, the just value of which shall be fixed by the Board of Directors in the manner provided for by the laws of the State of Florida.

ARTICLE VI - REGISTERED OFFICE & AGENT

The registered office of this Corporation shall be 9300 S. Dadeland Boulevard, Suite 408, Miami, Florida 33156, and the registered agent of this Corporation at such office shall be Paul M. Kade, Esq., who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than five (5). The name and address of the directors constituting the Board of Directors is:

Larry D. Baldwin	15560 Ocean Breeze Lane, Wellington, Florida 33414
Barbara Baldwin	15560 Ocean Breeze Lane, Wellington, Florida 33414
Carl D. Baldwin	15560 Ocean Breeze Lane, Wellington, Florida 33414

ARTICLE VII - OFFICERS

The affairs of this Corporation shall be managed by its Board of Directors, acting through the officers of the Corporation consisting of a President, Vice President, Treasurer, and Secretary, and any other assistant vice presidents and secretaries as may be designated in the By-Laws of the Corporation. The officers of the Corporation shall be elected in the manner set forth in the By-Laws.

ARTICLE IX - BY-LAWS

The Board of Directors shall have full power to adopt, amend, or rescind the By-Laws by majority vote.

ARTICLE X - RESTRICTION ON TRANSFER OF STOCK

Stock in the corporation may be transferred to the corporation or to other shareholders without prior approval of the Board of Directors or other shareholders. However, any sale or transfer of stock in the corporation to third parties must be approved in advance by the owners of not less than

2

fifty six percent (56%) of the outstanding shares of stock and any attempted sale or transfer to a third party in violation of this provision is null and void.

ARTICLE XI - AMENDMENT.

Amendments to these Articles of Incorporation may be proposed by any shareholder, officer, or director. The Articles of Incorporation may be amended by resolution passed by a majority vote of the Board of Directors.

The undersigned, hereby certify that the above and foregoing Amended and Restated Articles of Incorporation were adopted on <u>February 5</u>, 1999, by all of the directors and shareholders of Dean Baldwin Painting, Inc., and that the number of votes cast was sufficient for approval.

LARRY BARE CARL D. BALDWIN

STATE OF FLORIDA)) ss: COUNTY OF MIAMI-DADE)

The foregoing Amended and Restated Articles of Incorporation of DEAN BALDWIN PAINTING, INC., were acknowledged before me this <u>5th</u> day of <u>February</u>, 1999, by Larry D. Baldwin, Barbara Baldwin and Carld D. Baldwin.

ARY PUBLIC

My Commission Expires: //-//-00

Personally Known:

AY FIFFNFRI **HRES NOV** ONDED THROUGH SONDING CO INC.

or Produced Following Identification:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DEAN BALDWIN PAINTING, INC., at the place designated in the Articles of Incorporation, I, PAUL M. KADE, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

DATED this 28th day of FEB, 1999. Paul M. Kade, Registered Agent

C:\OFFICE\CORPORAT\ARTINC.DBP