

501882

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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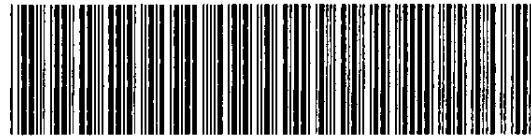
(Business Entity Name)

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*Amended And
Restored Act*

FILED
11 APR 11 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M 4-13-11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 14, 2011

WILLIAM H. CAUTHEN
CAUTHEN & FELDMAN, P.A.
215 NORTH JOANNA AVE
TAVARES, FL 32778-3200

SUBJECT: BERGMAN & ASSOCIATES, INC.
Ref. Number: 501882

We have received your document for BERGMAN & ASSOCIATES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 411A00003742

CAUTHEN & FELDMAN, P.A.

Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778-3200
(352) 343-2225
FAX (352) 343-7759

William H. Cauthen*
H. John Feldman**
Ginny Cauthen Thompson

*Board Certified Tax Lawyer
**Board Certified Wills, Trusts
& Estate Lawyer

February 7, 2011

Department of State
Division of Corporations
Corporate Filing
P.O. Box 6327
Tallahassee, FL 32314

RE: Bergman & Associates, Inc.

Dear Sir or Madam:

Enclosed herein for filing is Amended and Restated Articles of Incorporation of Bergman & Associates, Inc. Also enclosed is our check in the amount of \$35.00 for the filing fee.

Please send confirmation of filing to our office in the enclosed, self-addressed stamped envelope.

If you have any questions regarding this matter, please feel free to contact our office.

Very truly yours,

CAUTHEN & FELDMAN, P.A.

William H. Cauthen

WHC/mab
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 14, 2011

WILLIAM H. CAUTHEN
CAUTHEN & FELDMAN, P.A.
215 NORTH JOANNA AVE
TAVARES, FL 32778-3200

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If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Registration Specialist II

Letter Number: 411A00003742

RECEIVED

11 APR 11 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit # _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BERGMAN & ASSOCIATES, INC.**

FILED
11 APR 11 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Chapter 607, the undersigned, being the sole Director and Shareholder of Bergman & Associates, Inc., does hereby adopt the following Amended and Restated Articles of Incorporation:

1. The Articles of Incorporation of Bergman & Associates, Inc., are hereby deleted in its entirety and the following inserted in its place:

ARTICLE I

Name

The name and address of this corporation shall be: **BERGMAN & ASSOCIATES, INC.**, 737 Mayfair Circle, Orlando, FL 32803.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Incorporator & Director

The name and address of the Incorporator is:

NAME

ADDRESS

GAVIN D. LEE

1212 Maury Road
Orlando, FL 32804

William H. Cauthen, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #133488
Audit # _____

Audit # _____

The name and address of the Director is:

NAME

ADDRESS

EDWARD BERGMAN, JR.

737 Mayfair Circle
Orlando, FL 32803

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be

removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Effective Date

The date that corporate existence began was the date of filing of the Articles of Incorporation with the Florida Department of State and the amended and restated corporate existence shall begin on the date of execution of these Amended and Restated Articles of Incorporation. This election is pursuant to Florida Statute 607.0123.

ARTICLE X

Registered Office and Registered Agent

The address of the registered office of this corporation is 737 Mayfair Circle, Orlando, FL 32803. The name of the Registered Agent of this corporation is EDWARD BERGMAN, JR., at the above office address.

ARTICLE XI

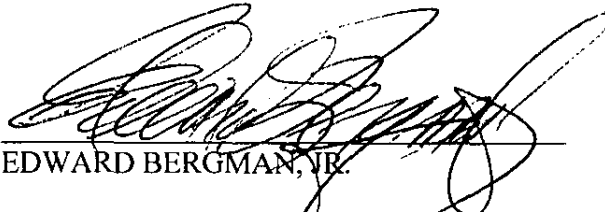
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the shareholders entitled to vote, except as otherwise provided in the Bylaws.

The foregoing Amended and Restated Articles of Incorporation was adopted by the Directors and Shareholders of this Corporation on the 2nd day of February, 2011, and the number of votes cast for the amendment and restatement by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the Subscriber and Director certifies to the truth of the facts herein stated.

Dated Effective: February 2, 2011

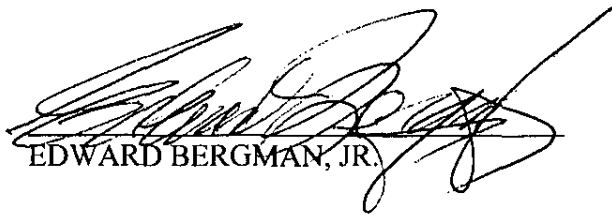

EDWARD BERGMAN, JR.

Audit # _____

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for BERGMAN & ASSOCIATES, INC.,
as stated in these Amended and Restated Articles of Incorporation.

Dated Effective: February 2, 2011


EDWARD BERGMAN, JR.