

12/27/2010 11:34 FAX

Division of Corporations

001/004

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000276180 3)))



H100002761803ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 27 PM 3:48

FILED

RECEIVED
10 DEC 27 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: kenb@amalie.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PACKERS ACQUISITION CO.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

Amnd + Restated
Art. ch
SG

Electronic Filing Menu

Corporate Filing Menu

Help

AUDIT NO. H10000276180 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PACKERS ACQUISITION CO.**

Doc # 535380

These Amended and Restated Articles of Incorporation of Packers Acquisition Co. (the "Corporation"), dated as of the 27th day of December 2010, are being duly executed and filed to amend and restate the Corporation's original articles of incorporation, which were filed on May 5, 1977. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation is: Packers Acquisition Co.

ARTICLE II

Principal Offices and Mailing Address

The principal office and mailing address of the Corporation is 1601 McCloskey Blvd., Tampa, FL 33605-6731.

ARTICLE III

Capital Shares

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is Ten Million (10,000,000) common shares having no par value ("Common Shares"). Of the 10,000,000 Common Shares which the Corporation is authorized to issue: (a) One Hundred Thousand (100,000) shares will be designated Class A Voting Common Shares ("Class A Shares") and Nine Million Nine Hundred Thousand (9,900,000) shares will be designated as Class B Non-voting Common Shares ("Class B Shares").

The powers, preferences and rights, and the qualifications, limitations and restrictions of the Corporation's Class A Shares and Class B Shares are as follows:

- (i) Holders of the Corporation's Class A Shares and Class B Shares shall, together as a single class, have equal ratable rights to receive dividends when, as and if declared by the Board of Directors, out of funds legally available therefor and are entitled to share ratably in the net assets available for distribution;
- (ii) None of the Class A Shares or Class B Shares have any pre-emptive or similar rights and none of the Class A Shares or Class B Shares are redeemable by their respective terms; and
- (iii) Holders of Class A Shares shall have one non-cumulative vote for each share held of record on all matters to be voted on by the Corporation's shareholders; and holders of the Class B Shares shall have no right to vote on any matter to be voted on by the

AUDIT NO. H10000276180 3

Corporation's shareholders, except to the extent otherwise required by the Florida Business Corporation Act or these Articles of Incorporation. In the event that no Class A Shares remain issued and outstanding, for any reason whatsoever, then upon the occurrence of such an event all issued and outstanding Class B Shares shall immediately thereupon be entitled one non-cumulative vote for each share held of record on all matters to be voted on by the Corporation's shareholders thereafter.

ARTICLE IV

Board of Directors

The number of directors of the Corporation shall be such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation.

ARTICLE V

Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article V is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

AUDIT NO. H10000276180 3

CERTIFICATE

Pursuant to Section 607.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Packers Acquisition Co. (1) contain amendments that require shareholder approval, (2) were approved by the shareholders on December 27, 2010, and (3) the number of votes cast by the shareholders for such amendments was sufficient for approval.

Dated this 27th day of December 2010.

PACKERS ACQUISITION CO.,
a Florida corporation

By: 

Name: Harry J. Barken

Title: President