

602238

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Wendel, Critton, & Debari,

Chartered

Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_  
☒ Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
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*Amend, Restat. & N.C.*

Q. COULLIETTE JAN 02 2001

Signature \_\_\_\_\_

Requested by: SX

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF

WENDEL, CHRITTON & DEBARI, CHARTERED

Wendel, Chritton & DeBari, Chartered, a Florida professional service corporation, does hereby certify that its Articles of Incorporation of the Corporation have been amended and restated in their entirety to read as follows:

ARTICLE I.

The name of the corporation is WENDEL & CHRITTON,  
Chartered.

ARTICLE II.

The street address of the principal office of the corporation is 5300 S. Florida Avenue, Lakeland, Florida 33813, and the mailing address of the corporation is P. O. Box 5378, Lakeland, Florida 33807-5378.

ARTICLE III.

A. The sole and specific purpose for which the corporation is organized is the rendering of professional legal services through shareholders, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional legal services within the State of Florida; provided, however, this provision shall not be interpreted to include in the term "employee," as used herein, clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional legal services to the public for which a license or other legal authorization is required; and provided further, that nothing contained herein shall be interpreted to require that the right of an individual to be a shareholder of the corporation, or to organize the corporation, is dependent upon the present or future existence of an employment relationship between him or her and the corporation, or his or her present or future active participation in any capacity in the production of the income of the corporation or in the performance of professional legal services rendered by the corporation.

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B. The corporation shall not engage in any business other than the rendering of professional legal services, for which it is specifically organized; provided, however, that nothing herein shall be interpreted to prohibit the corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional legal services.

#### ARTICLE IV.

A. The number of shares which the corporation is authorized to issue is 1,000 shares having a par value of \$10.00 per share.

B. The corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional legal services in the State of Florida. No shareholder of the corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

C. If any officer, shareholder, agent, or employee of the corporation who has been rendering professional legal services to the public becomes legally disqualified to render such professional legal services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional legal services, that person shall sever all employment with, and financial interests in, the corporation forthwith.

D. No shareholder of the corporation may sell or transfer his or her shares in the corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be shareholder of the corporation.

#### ARTICLE V.

The street address of the corporation's registered office is

5300 S. Florida Avenue, Lakeland, Florida 33813, and the name of its registered agent at that address is JOHN F. WENDEL.

ARTICLE VI.

The corporation elects to have preemptive rights.

ARTICLE VII.

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VIII.

Any amendment to these Articles of Incorporation requires the affirmative vote of at least seventy-five percent (75%) of the outstanding shares.

The foregoing amendment and restatement of the Articles of Incorporation of the Corporation was adopted by the shareholders of the Corporation on December 29, 2000. The votes cast for approval by the shareholders was sufficient for adoption, and voting by voting groups was not required.

The effective date of the amendment and restatement is January 1, 2001.

IN TESTIMONY WHEREOF the corporation has caused these presents to be executed this 29 day of December, A.D. 2000.

WENDEL, CHRITTON & DEBARI  
Chartered

By: 

Charles P. Chritton, President