

PLEAT & ASSOCIATES, P.A.

ATTORNEYS AT LAW

DAVID BRAND PLEAT*
R. LANE LYNCHARD, LL.M.
SABRINA A. BROWN†

*ALSO ADMITTED IN D.C. & MD.
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January 11, 1999

Florida Department of State
Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, FL 32399

800002742178--5
-01/14/99--01097--004
*****35.00 *****35.00

Re: Amended and Restated Articles of Incorporation - dag architects, inc.

Dear Sir or Madam:

Enclosed are the original Amended and Restated Articles of Incorporation of dag architects, inc. (formerly dag Architects, P.A.). Also enclosed is a check in the amount of \$35.00 to cover the costs of amending and restating the Articles of Incorporation. Please feel free to call me if you have any questions.

Sincerely,



R. Lane Lynchard

RLL/jlt
Enclosures

spoke to Theresa about
removing the word initial. DAS
NC + Restate 1-25-99 - DAS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 14 AM 9:26

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99 JAN 14 AM 9:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
dag architects, inc.
(formerly known as dag Architects, P.A.)**

Pursuant to the provisions of F.S. 607.1007, this Corporation adopts the following restated Articles of Incorporation:

FIRST: The corporation's restated Articles of Incorporation are as follows:

**ARTICLES OF INCORPORATION
OF
dag architects, inc.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter "Corporation") is dag architects, inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in the business of an architectural firm and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is Fifteen Thousand (15,000), all of which shall be Common Shares, \$1.00 par value. All Common Shares shall be identical with each other in every respect other than voting rights. Twelve thousand (12,000) shares shall carry voting rights and the holders thereof shall be entitled to one vote for each share on all

matters on which shareholders have the right to vote. Three thousand (3,000) shares shall be non-voting common shares, and the holders thereof shall not be entitled to vote on any matters on which shareholders have the right to vote.

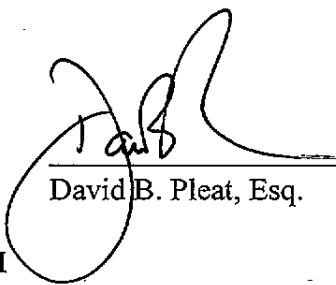
ARTICLE V

The street address of the principal office of the Corporation is 1077 Highway 98, Destin, Florida 32541.

ARTICLE VI

The address of its ~~Registered Office~~ is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of its ~~Registered Agent~~ at said address is David B. Pleat, Esq.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.



David B. Pleat, Esq.

ARTICLE VII

The ~~Board of Directors~~ shall consist of Two (2) members. The names and addresses of the persons who will serve on the ~~Board of Directors~~ are:

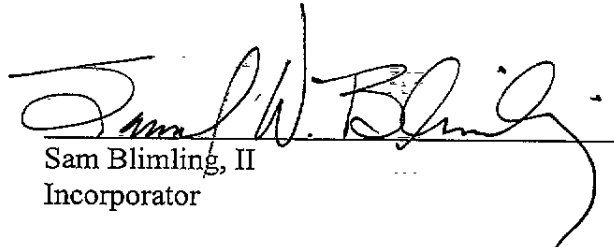
Mr. Sam Blimling, II
1077 Highway 98
Destin, Florida 32541

Senator Charles W. Clary, III
1077 Highway 98
Destin, Florida 32541

ARTICLE VIII

The name and address of the incorporator signing these articles is:

Mr. Sam Blimling, II
1077 Highway 98
Destin, Florida 32541


Sam Blimling, II
Incorporator

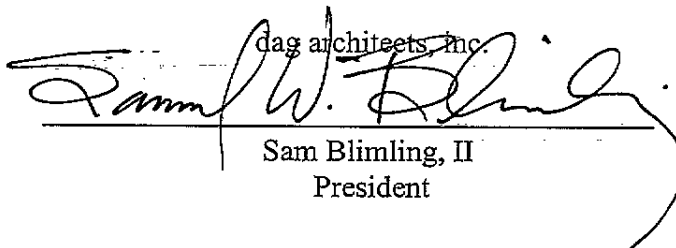
Dated: January 11, 1999.

SECOND: This amendment provides for an exchange, reclassification of issued shares, and provisions for implementing the amendment are as follows: The existing shares of dag Architects, P.A. will be surrendered to the corporation by the shareholders, in exchange for a ratable number of voting common shares in dag architects, inc.

THIRD: The date of each amendments adoption is January 8, 1999.


FOURTH: The foregoing amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

Signed this 11th day of January, 1999.


dag architects, inc.
Sam Blimling, II
President

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 11th day of January, 1999, by Sam Blimling, II, President of dag architects, inc., who is personally known to me or who produced _____ as identification and ~~who did~~ take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.


NOTARY'S NAME: Theresa D. Toolan
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: 9-16-01

This instrument was prepared by:

R. Lane Lynchard, Esq.
Pleat & Associates, P.A.
4477 Legendary Drive, Suite 202
Destin, Florida 32541



Theresa D. Toolan
MY COMMISSION # CC681302 EXPIRES
September 16, 2001
BONDED THRU TROY FAIN INSURANCE, INC.