

J31628

MEMORANDUM

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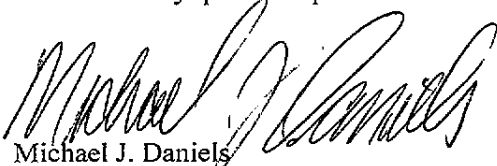
To: Division of Corporations
Attention: Mr. Doug Spitler
Date: June 27, 2001
Fax #: N/A
Pages: 6, including this cover sheet.
From: Michael J. Daniels
Subject: Filing of Restated Articles and Certificate

Mr. Spitler: Thank you for your original assistance in reviewing these for filing. We would like to file the Restated Articles and Certificate and have two (2) certified copies returned to us.

You may return the certified copies to me at the above address.

My check, number 860 in the amount of Fifty-Two Dollars and 50/100 (\$52.50) is enclosed for payment.

If there are any questions please feel free to contact me at the above number.


Michael J. Daniels
Corporate Consultant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend + Restat
6 pg
7-2-01
*2 cert copies

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

SWANSON AND SON, INC.
a Florida Corporation

Jon P. Swanson certifies that:

1. Jon P. Swanson is the duly elected and acting President of the corporation herein above named and Paul Swanson is the duly elected and acting Secretary of the corporation herein above named.
2. The Articles of Incorporation of the corporation shall be amended and restated to read in full as follows:

ARTICLE I.

The name of the corporation shall be Swanson and Son, Inc. and shall be governed by Title XXXVI Chapter 607 of the Florida Statutes.

ARTICLE II.

The nature of the business of the corporation will be to engage in any lawful activity permitted by the laws of the State of Florida, and desirable to support the continued existence of the corporation.

ARTICLE III.

The total authorized capital stock of the corporation shall be Fifty million (50,000,000) shares of \$.001 par value common stock, all or any part of which capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

ARTICLE IV.

The amount of capital with which this corporation shall commence shall be Five Hundred Dollars and No/100 (\$500.00).

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TALLAHASSEE, FLORIDA

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The principal place of business of this corporation shall be:

2725 9th Street North
St. Petersburg, Florida 33701

located in Pinellas County, Florida. The corporation shall have the power to establish other offices both within and without the State of Florida. The registered agent and the office of the resident agent shall be as follows:

Frank W. Goddard, Esq.
2959 First Avenue North
St. Petersburg, Florida 33733

ARTICLE VII.

The governing board of this corporation shall be known as directors, which shall consist of not less than one (1) director and not more than fifteen (15) and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation, provided that the number of directors shall not be reduced to less than one (1) director. The election of directors shall be on a staggered basis. Dependent on the total number of directors approved, election shall be for no more than twenty percent (20%) of the board in any given year when the total number exceeds five (5) directors.

Each of said directors shall be of full and legal age.

A quorum for the transaction of business shall be a simple majority of the directors so qualified and present at a meeting. Meetings of the board of directors may be held within or without the State of Florida and members of the board of directors need not be stockholders.

ARTICLE VIII.

The names and post office addresses of the Board of Directors of the corporation are:

Jon P. Swanson:	5916 Bayview Circle, St. Petersburg, Fl. 33707.
P. Swanson:	5200 Brittany Dr. South, #1008, St. Petersburg, FL 33715.
William Gainey:	6323 Lakeville Road, Orlando, FL 32818.

ARTICLE IX.

The names and post office addresses of the Officers, subject to this Charter and the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of business or until removal, resignation or an election is held by the Board of Directors for the election of the officers and or the successors have been duly elected and qualified are:

Jon P. Swanson: 5916 Bayview Circle, St. Petersburg, Fl. 33707.
P. Swanson: 5200 Brittany Dr. South, #1008, St. Petersburg, FL 33715.
William Gainey: 6323 Lakeville Road, Orlando, FL 32818.

ARTICLE X.

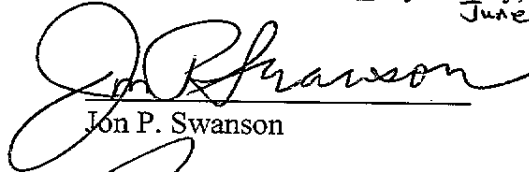
The names and post office addresses of the subscribers to these Articles of Incorporation are:

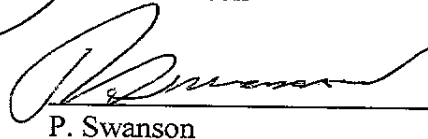
Jon P. Swanson: 5916 Bayview Circle, St. Petersburg, Fl. 33707.
P. Swanson: 5200 Brittany Dr. South, #1008, St. Petersburg, FL 33715.

ARTICLE XI.

It is specified that the date when corporate existence of the corporation shall commence is the date of filing by the Secretary of State of these Articles of Incorporation.

The undersigned, being the original incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and in pursuance of the general corporation law of the State of Florida, do make and file this Certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly hav hereunto set their hand this 13 day of ~~May~~^{June}, 2001.

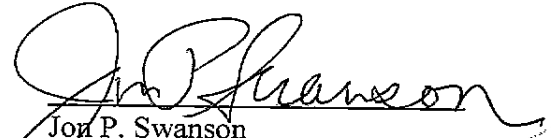
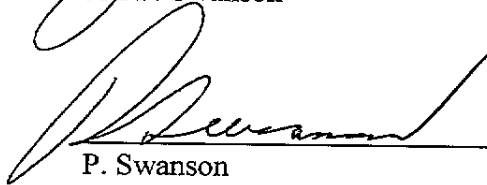

Jon P. Swanson


P. Swanson

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Amended and Restated Articles of Incorporation are true and correct

to the best of our knowledge.

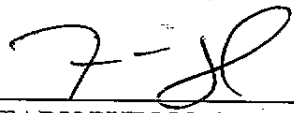
Dated: ~~May~~ ^{June} 13, 2001.


Jon P. Swanson

P. Swanson

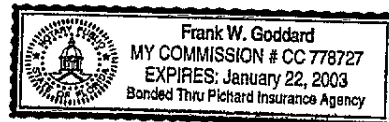
STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

On this 13 day of ~~May~~ ^{June}, 2001 personally appeared before me, a Notary Public in and for said County and State, Jon P. Swanson and P. Swanson, President and Secretary respectively, who proved to be and acknowledged that they executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me
this 13 day of ~~May~~ ^{June}, 2001.



NOTARY PUBLIC, in and for said
County and State.

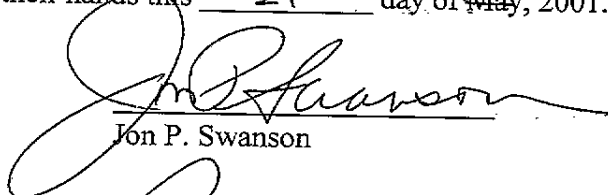
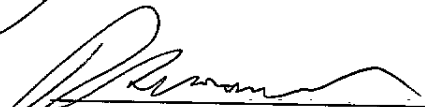


CERTIFICATE OF RESTATED
ARTICLES OF INCORPORATION

In accordance with Title XXXVI, Chapter 607, Section 607.1007 of the Florida Statutes, the Board of Directors of Swanson and Son, Inc. has approved the filing of Amended and Restated Articles of Incorporation and that this Restatement does contain amendment(s) that required shareholder approval and that the Board of Directors adopted the Restatement after submission of the same to the shareholders and a majority approval by the shareholders.

The Shareholders at a meeting duly held on the 29th day of May, 2001, adopted the Restated Articles of Incorporation and any and all amendments, to the original Articles of Incorporation of Swanson and Son, Inc. and that the number of votes cast for the amendment(s) by the shareholders was sufficient for approval in accordance with Title XXXVI, Chapter 607, Section 607.1006.

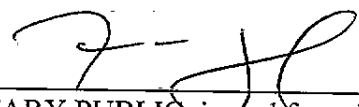
The undersigned, being the President and Secretary respectively, for the purpose of filing this Certificate with the State of Florida, and in pursuance of the general corporation law of the State of Florida, do make and file this Certificate, hereby declaring and certifying the facts herein above stated are true, and accordingly have hereunto set their hands this 21 day of ^{June}~~May~~, 2001.


Jon P. Swanson

P. Swanson

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

On this 21 day of ^{June}~~May~~, 2001 personally appeared before me, a Notary Public in and for said County and State, Jon P. Swanson and P. Swanson, President and Secretary respectively, who proved to be and acknowledged that they executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me
this 21 day of ^{June}~~May~~, 2001.



NOTARY PUBLIC, in and for said
County and State.

