

K 03530

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

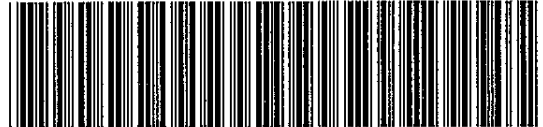
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800022101878

08/11/03--01010--029 **70.00

FILED
03 AUG 11 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 AUG 11 AM 11:04
OFFICE OF THE CLERK OF THE
TALLAHASSEE, FLORIDA

C. Ocullette AUG 11 2003

Document Number Only

**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

DATE: 8 / 11

Corporation(s) Name

Key-Trak, Inc.

☐ Profit
☐ Nonprofit

☒ Amendment
 & Restated Hets.

☐ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

*****Special Instructions****

4

☒ Certified Copy
() arts/ameds/mergers () Other-See Above

☐ Photocopies

☐ CUS

☒ Walk in

☒ Pick-up

☐ Will Wait

8-11-03

11:00 Run

**Please Return Filed Stamped
Copies To:** *Melanie Stickland*

Thank You!

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KEY-TRAK, INC.

03 AUG 11 PM 12:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of §607.194 of the Florida General Corporation Act, the undersigned, Robert M. Nalley, President, and Kenneth Bunney, Secretary, of KEY-TRAK, INC. (the "Corporation"), for and on behalf of the Corporation, do hereby execute these Articles of Amendment and Restatement of the Articles of Incorporation of the Corporation:

- ARTICLE FIRST: The name of the Corporation is KEY-TRAK, INC.
- ARTICLE SECOND: The original Articles of Incorporation of the Corporation, as amended (the "Original Articles"), are hereby amended and restated in their entirety as set forth in Exhibit A hereto (the "Amended and Restated Articles"). All of the articles contained in the Original Articles are hereby amended, with the exception of Article I, which sets forth the name of the Corporation, as to which there is no discrepancy between the Original Articles and the Amended and Restated Articles.
- ARTICLE THIRD: The Amended and Restated Articles have been duly adopted by the directors and shareholders of the Corporation by the unanimous written consent thereof as of June 20, 2003, in accordance with §607.134 and §607.394 of the Florida General Corporation Act.
- ARTICLE FOURTH: The effective date of these Articles of Amendment and Restatement shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands, this 20th day of June, 2003.

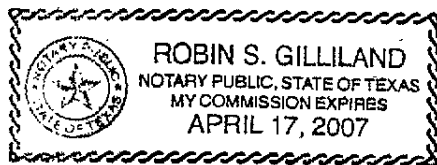

Robert M. Nalley, President

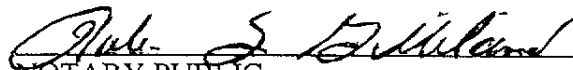

Kenneth Bunney, Secretary

ACKNOWLEDGEMENT

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 20th day of June, 2003, by Robert M. Nalley, President, of KEY-TRAK, INC., a Florida corporation, on behalf of the Corporation.




NOTARY PUBLIC

My Commission Expires: 4-17-07

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF KEY-TRAK, INC.

KEY-TRAK, INC., a Florida corporation, the original Articles of Incorporation of which were filed with the Secretary of State of Florida on November 24, 1987, does hereby amend and restate, in their entirety, the original Articles of Incorporation of the corporation as heretofore amended, the terms of which are superseded and replaced by the provisions hereof. These Amended and Restated Articles of Incorporation (the "Amended Articles of Incorporation") were duly adopted by the unanimous written consent of the shareholder and directors of the corporation on June 20, 2003, in accordance with the requirements of § 607.194 (4), Florida Statutes.

ARTICLE I NAME

The name of the Corporation shall be KEY-TRAK, INC.

ARTICLE II TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE III PURPOSES

The purposes for which the corporation was organized are:

- (a) to develop, manufacture, and market commercially a key inventory, tracking, and control system, including, without limitation, all computer hardware and software development and utilized in connection therewith;
- (b) to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description; and,

- (c) to conduct and transact any and all lawful business authorized and not prohibited to the corporation by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV CAPITAL STOCK

The authorized capital stock of the corporation shall consist of One Thousand (1,000) shares of Common Stock, par value \$0.00 per share, and Two Thousand (2,000) shares of Preferred Stock, par value \$1.00 per share.

ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation in the state of Florida is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent of the corporation at such address is C T Corporation System.

ARTICLE VI BOARD OF DIRECTORS

A. Number. The number of directors of the corporation, as of the date of filing of these Amended Articles of Incorporation, shall be two (2).

B. Change in Number. Subject to the provisions of Article III of the By-Laws adopted by the shareholders, the number of directors of the corporation may be increased or decreased from time to time, but shall never be less than the greater of: (i) two (2) directors; or, (ii) the minimum number of directors required by applicable law.

C. Current Directors. The names and addresses of the members of the Board of Directors, as of the date of filing of these Amended Articles of Incorporation, who shall hold office until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Robert T. Brockman	6700 Hollister Houston, Texas 77040
Alfred J. Thorpe	2700 Post Oak Blvd. #1440 Houston, Texas 77056

**ARTICLE VII
ORIGINAL INCORPORATOR**

The name and street address of the original incorporator of the corporation is:

NAME

ADDRESS

Mark Queen

543 N. Virginia Avenue
Winter Park, Florida 32789

**ARTICLE VIII
BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

**ARTICLE IX
AMENDMENT TO ARTICLES**

These Amended Articles of Incorporation may be further amended in any manner permitted by law.

**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

**ARTICLE XI
SUPERSESSION**

These Amended Articles of Incorporation shall supersede and replace, in their entirety, the current Articles of Incorporation of the corporation, as heretofore amended.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, CT Corporation System, as registered agent appointed in accordance with the foregoing Amended Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.325 of the Florida General Corporation Act.

CT Corporation System

By: 

E. A. Wallace, Assistant Secretary