

K09299

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

ANNWIL INC.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 14, 2004

ANNWIL INC.
C/O EDWARD M. LIVINGSTON
963 TRAIL TERRACE DRIVE
NAPLES, FL 34103

SUBJECT: ANNWIL INC.
REF: K09299

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANNWIL INC.**

Pursuant to Sections 607.1001, 607.1003, and 607.1007 of the Florida Business Corporation Act (the "Act"), ANNWIL INC., approves and adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I.

Name

The name of the Corporation is Annwil Inc.

ARTICLE II.

Term of Existence

The Corporation will have perpetual existence.

ARTICLE III.

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 5204 St. Paul Street, Tampa, Florida 33619.

ARTICLE IV.

Capital Stock

The Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which will be designated Common Stock.

ARTICLE V.

Registered Office and Agent

The street address of the registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its registered agent at such address is Andrew L. McIntosh.

ARTICLE VI.

Directors

The Corporation will currently have 4 directors. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 1 director. The names and addresses of the current directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

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TALLAHASSEE, FLORIDA

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<u>Name</u>	<u>Address</u>
Geneva W. Medlock	5741 East River Road Hernando, Florida 34442
Eric W. Carroll	3002 54 th Street South Tampa, Florida 33619
Roger F. Nation	Post Office Box 2327 Riverview, Florida 33568
Lisa C. Nation	Post Office Box 2327 Riverview, Florida 33568

ARTICLE VII. Affiliated Transactions

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE VIII. Control Share Acquisitions

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE X. Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XI. Amendment

These Articles of Incorporation may be amended in the manner provided by law.

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IN WITNESS WHEREOF, the President of the Corporation has signed these Amended and Restated Articles of Incorporation as of August 21, 2003.

ANNWIL INC.

By: 
Roger F. Nation, President

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Amended and Restated Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: August 21, 2003.


ANDREW L. MCINTOSH

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**CERTIFICATE ACCOMPANYING
ARTICLES OF RESTATEMENT
ARTICLES OF INCORPORATION OF
ANNWIL INC.**

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, ANNWIL INC. (the "Corporation"), a Florida corporation, certifies the following:

- 1.The name of the Corporation is Annwil, Inc.
- 2.The Articles of Restatement amend and restate the Corporation's Articles of Incorporation in their entirety.
- 3.The amended and restated Articles of Incorporation were adopted by the Shareholders of the Corporation effective August 21, 2003.
- 4.The amended and restated Articles of Incorporation were adopted by the written consent of all of the shareholders of the Corporation. The number of votes cast for the amended and restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has signed this Certificate as of August 21, 2003.

ANNWIL INC.

By: 
Roger F. Nation, President