

FROM HILL, WARD, HENDERSON, P.A.

(MON) 11. 29. 99 17:45/ST. 17:43/NO. 4260294219 P. 1

Page 1 of 1

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Client No. 65947-3

Pages 4

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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From:

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Account Number : 072100000520

Phone : (813) 221-3900

Fax Number : (813) 221-2900

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 30 PM 2:54

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BASIC AMENDMENT

THE PERRY COMPANY OF TAMPA

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amended & Restarted

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Art.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE PERRY COMPANY OF TAMPA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of THE PERRY COMPANY OF TAMPA (the "Corporation") where filed and approved by the Secretary of State of the State of Florida on February 24, 1989;

WHEREAS, the directors and the shareholders of the Corporation intend that the Articles of Incorporation be amended and restated in accordance with these Amended and Restate Articles of Incorporation; and

WHEREAS, this amendment and restatement to the Articles of Incorporation of the Corporation was approved by unanimous consent of the directors and shareholders pursuant to the provisions of Florida Statutes, Section 607.0821 and Section 607.0704, by Action by Written Consent of the Directors and Shareholders dated October 14, 1999.

ARTICLE I

Name

The name of this corporation shall be: **THE PERRY COMPANY OF TAMPA**

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be:

1901-A East 7th Avenue
Suite One
Tampa, Florida 33605

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Registered Office and Registered Agent

The street address of the corporation's registered office is 1901-A East 7th Avenue, Suite One, Tampa, Florida 33605, and the name of the corporation's registered agent at such address is Jerry N. Perry. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI

Amendment of Articles of Incorporation


The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

FROM HILL, WARD, HENDERSON, P, A.

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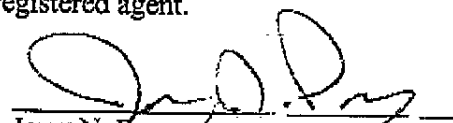
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Jerry N. Perry, President

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature


Jerry N. Perry

Date:


9/15/99

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