

K80385

(Requestor's Name)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

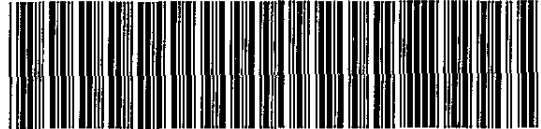
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TALLAHASSEE, FLORIDA

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Amended & Restated

T BROWN SEP - 6 2005

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

B.I.S. Inspection and Audit  
Service Inc.

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

☒ Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

Cert. Copy \_\_\_\_\_

☒ Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by:

SP 9/2/05 10:00  
Name Date Time

Walk-In

Will Pick Up

FILED  
05 SEP -2 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**B.I.S. INSPECTION AND AUDIT SERVICE, INC.**

**ARTICLE I - NAME AND ADDRESS**

The name of this Corporation is:

B.I.S. INSPECTION AND AUDIT SERVICE, INC.

The address of the principal office of the Corporation is 3725 W. Lake Mary Blvd., Suite 304, Lake Mary, FL 32746. The mailing address of the Corporation is 3725 W. Lake Mary Blvd., Suite 304, Lake Mary, FL 32746.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of ONE CENT (\$.01) per share.

**ARTICLE IV - TERM OF EXISTENCE**

The corporate existence shall continue perpetually.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 3725 W. Lake Mary Blvd., Suite 304, Lake Mary, FL 32746, and the name of the registered agent of the Corporation at that address is A. Richard Wirth, Jr.

#### ARTICLE VI - DIRECTORS

The number of Directors of the Corporation shall be two. The number of persons constituting the Board of Directors may be increased or decreased from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director. Any vacancy in the Board of Directors, however created, may be filled and any additional directors may be elected by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy. The names and addresses of the persons who are to serve as Directors are as follows:

A. Richard Wirth, Jr.  
3725 W. Lake Mary Blvd., Suite 304  
Lake Mary, FL 32746

Carol Rene Wirth  
3725 W. Lake Mary Blvd., Suite 304  
Lake Mary, FL 32746

#### ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.


#### ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

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

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 1 day of September, 2005.

  
\_\_\_\_\_  
A. Richard Wirth, Jr., President

**ARTICLES OF AMENDMENT AND**  
**RESTATED ARTICLES OF INCORPORATION OF**  
**B.I.S. INSPECTION AND AUDIT SERVICE, INC.**

Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Statutes, B.I.S. INSPECTION AND AUDIT SERVICE, INC. adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is B.I.S. INSPECTION AND AUDIT SERVICE, INC.
2. The original Articles of Incorporation for the corporation were filed on April 14, 1989.
3. By written consent executed on September 1, 2005 by all of the shareholders and all of the directors of the corporation pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes, the Directors and Shareholders have agreed that the Articles of Incorporation of the corporation be amended and restated in their entirety. The number of votes cast for the amendment and restatement by the shareholders was sufficient for approval.
4. The Amended and Restated Articles of Incorporation provide for an increase in the authorized shares of common stock of the Corporation from 500 to 100,000; they do not provide for any exchange, reclassification or cancellation of issued shares.
5. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows: