

L58078

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

ATTORNEYS AT LAW
"Founded 1925"

WILLIAM T. HARRISON, JR.
GEORGE A. DIETZ
WILLIAM E. GETZEN
MONTE K. MARSHALL
JAMES L. RITCHEY
HUGH MCPHEETERS, JR.
WILLIAM G. LAMBRECHT
JOHN T. BERTEAU
JOHN V. CANNON, III
CHARLES D. BAILEY, JR.
J. MICHAEL HARTENSTINE
MICHELE B. GRIMES
JAMES L. TURNER
WILLIAM M. SEIDER
ELIZABETH C. MARSHALL

ROBERT W. BENJAMIN
FRANK STRELEC
TERRI SALT COSTA
DAVID A. WALLACE
MARK A. SCHWARTZ
RIC GREGORIA
M. LEWIS HALL, III
JEFFREY A. GREBE
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MORGAN R. BENTLEY
ELVIN W. PHILLIPS
FRAZER F. HILDER
R. DAVID BUSTARD
JOAN BRADBURY KAYSER

MITCHELL O. PALMER
SUSAN BARRETT HECKER
CAROL ANN KALISH
KIMBERLY PAGE WALKER
J. HUGH MIDDLEBROOKS
R. SCOTT COLLINS
PATRICK W. RYSKAMP
PETER T. CURRIN
E. JOHN WAGNER, II
WILLIAM G. SCHLOTTHAUER

J.J. WILLIAMS, JR. (1886-1968)
W. DAVIS PARKER (1920-1982)

200 South Orange Avenue, Sarasota, Florida 34236
Post Office Box 3258, Sarasota, Florida 34230-3258

Telephone (941) 366-4800
www.williamsparker.com

Writer's Facsimile (941) 366-5109

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -9 PM 2:26

September 15, 2000

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*****43.75 *****43.75

Division of Corporations
Amendments
Post Office Box 6327
Tallahassee, Florida 32314

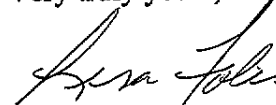
Re: ELTA FANS, INC.

Dear Sir/Madam:

We enclose on behalf of our client, Elta Fans, Inc. (document number L58078), an original and a copy of the Amended and Restated Articles of Incorporation. Please file these articles as quickly as possible. Then, using the enclosed copy, please provide a certified copy and return it to our office via regular U.S. mail. We also enclose our check made payable to "Secretary of State" in the amount of \$43.75 to cover the filing fees for this transaction.

Thank you for your expediency in this matter, and please contact the undersigned should any problems arise in connection with this filing.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encl.-409201

~~W-23509~~

Amended & Restat. & N/c

V SHEPARD OCT 17 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 2, 2000

LISA FOLIS
POST OFFICE BOX 3258
SARASOTA, FL 34230-3258

SUBJECT: ELTA FANS, INC.
Ref. Number: L58078

We have received your document for ELTA FANS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 400A00052121

Rec'd 10/9
DOS

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October 5, 2000

Ms. Velma Shepard
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

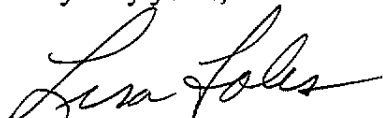
Re: ELTA FANS, INC.

Dear Ms. Shepard:

We enclose an original and a copy of the revised Amended and Restated Articles of Incorporation of Elta Fans, Inc. and your letter, number 400A00052121. Please file these articles as quickly as possible. Then, using the enclosed copy, please provide a certified copy and return it to our office via regular U.S. mail.

Thank you for your expediency in this matter.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encl.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ELTA FANS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -9 PM 2:26

The Articles of Incorporation of Elta Fans, Inc., a Florida corporation, are hereby amended and restated in their entirety as follows:

1. Name. The name of the Corporation is:

Elta Enterprises, Inc.

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Corporation is:

1712 Northgate Boulevard
Sarasota, Florida 34234


3. Authorized Shares. The Corporation is authorized to issue 1000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the registered agent and the address of the registered office of the Corporation is:

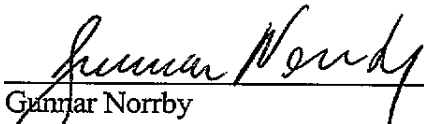
Michele B. Grimes
200 South Orange Avenue
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that she is familiar with, and accepts, the obligations of that position.


Michele B. Grimes
Registered Agent

The amendments contained herein were approved and adopted by written consent of the director & shareholder on June 7, 2000. The number of votes cast for the amendment by the director and shareholder was sufficient for approval.

IN WITNESS WHEREOF, the President has executed these Articles of Amendment.


Gunnar Norrby
President