

L58697

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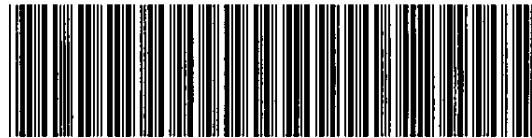
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FILED
2008 APR 11 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

4-16-08

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GO FOR IT BROKERAGE INC.

FILED
2008 APR 11 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Sections 607.1006 and 607.1007, *Florida Statutes*, the Articles of Incorporation of GO FOR IT BROKERAGE INC., a Florida corporation (the "Corporation"), are hereby amended and restated (such Amended and Restated Articles of Incorporation to be referred to herein as the "Articles of Incorporation") effective upon execution hereof, to read in their entirety as follows:

ARTICLE I--NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is GO FOR IT BROKERAGE INC.

ARTICLE II- - PRINCIPAL PLACE OF BUSINESS

The street address of the principal office of the Corporation is 7719 24th Ave West, Bradenton, Florida, 34209.

ARTICLE III - - COMMENCEMENT OF EXISTENCE

The existence of the Corporation commenced on March 20, 1990. The Corporation's Document Number is L58697.

ARTICLE IV--PURPOSE

This corporation is organized for the purpose of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V-POWERS

The Corporation shall have all of the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation

ARTICLE VI--DURATION

This corporation shall exist perpetually.

ARTICLE VII-- TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE VIII—AMENDED REGISTERED

OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation is amended to 1125 Mallorca Drive, Bradenton, Florida, 34209; and the name of the initial registered agent of this corporation at that address is Jane Mann.

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - -MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction of the shareholders of this

corporation; the act of stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE XII-CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of one (1) dollar per share.

ARTICLE XIII-PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation of the same kind, class or series as that which he already holds at the price at which it is offered to all other stockholders.

ARTICLE XIV-BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 9 day of April, 2008.

Go For It Brokerage, Inc., a Florida Corporation

By: Donald R. Sheffield L.S.
Donald Sheffield, President and Director

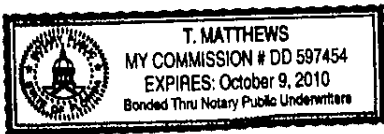
Amended and Restated Articles of Incorporation
adopted and approved unanimously by the stockholders
at a special meeting of the Stockholders on March 14,
2008, and by the Board of Directors on the same date.

Jane Mann
Jane Mann, Secretary

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared DONALD SHEFFIELD, President and Director of GO FOR IT BROKERAGE, INC., and JANE MANN, secretary of GO FOR IT BROKERAGE, INC., who are known to me to be the persons signing these Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation freely.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 9 day of April, 2008.



[Signature]
Notary Public State of Florida

AMENDED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted: that GO FOR IT BROKERAGE INC., organized under the laws of the State of Florida with its principal office, as indicated in the Amended and Restated Articles of Incorporation, in the City of Bradenton, County of Manatee, State of Florida, has named Jane Mann of 1125 Mallorca Drive, Bradenton, Florida, 34209, as its agent to accept service of process within the State of Florida.

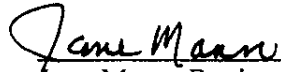
Go For It Brokerage Inc., a Florida
Corporation

By: [Signature]

Donald Sheffield, President and
Director

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provision of law relating to keeping said office open.



Jane Mann, Registered Agent

Corporate Certificate of Go For It Brokerage Inc.,
a Florida Corporation
Pursuant to FL 607.1006 and 607.1007

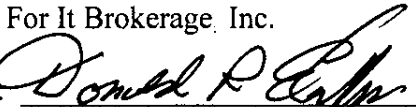
COMES NOW the corporation GO FOR IT BROKERAGE INC., a Florida Corporation, and in conjunction with its filing of Amended and Restated Articles of Incorporation make this certificate pursuant to F.S. 607.1006 and 607.1007, and certifies the following:

1. The amended and restated articles, attached and incorporated herein by reference, were adopted and approved unanimously by the shareholders at a special meeting on March 14, 2007, and approved on the same date by the board of directors.
2. The duly adopted Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments thereto.
3. The only amendment to the articles is the change of the registered office and agent.
4. The articles of incorporation were restated as the original articles were lost and the State of Florida Department of Corporations no longer has a record of the original filed articles.

The above information is certified to be true and correct to the Department of State of Florida by the corporation on the 9 day of Apr., 2008.

Go For It Brokerage, Inc.

By:



Donald Sheffield, President and
Director



Jane Mann, Secretary