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BASIC AMENDMENT
LEAHY INCORPORATED

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**ARTICLES OF AMENDMENT
AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
LEAHY INCORPORATED**

June 30, 2005

The undersigned being all of the shareholders, directors and officers of **LEAHY INCORPORATED**, a Florida corporation (the "Corporation"), existing pursuant to the provisions of the Florida Business Corporation Act, as amended (the "Act"), desiring to give notice of corporate action effectuating the amendment of the Corporation's Articles of Incorporation in their entirety, and the restatement of its Articles of Incorporation as so amended, certifies the following facts:

ARTICLE I

Amendment and Restatement

SECTION 1: The name of the Corporation is Leahy Incorporated.

SECTION 2: The date of organization of the Corporation is April 13, 1990.

SECTION 3: The exact text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to provide as set forth in the form attached hereto as Exhibit A.

ARTICLE II

Manner of Adoption and Vote

SECTION 1: The Board of Directors of the Corporation duly adopts the proposed amendment and restatement of the Corporation's Articles of Incorporation as provided in these Articles by their unanimous written consent executed as of June 30, 2005.

SECTION 2: The Shareholders of the Corporation entitled to vote in respect of the Articles of Amendment and Restatement duly adopts the proposed amendment and restatement by their unanimous written consent executed as of June 30, 2005.

SECTION 3: The manners of the adoption of these Articles of Amendment and Restatement and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

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ARTICLE III

Method of Share Dividend

SECTION 1: Following the effectiveness of these Articles of Amendments and Restatement, Christopher A. Cameron shall receive one (1) share of the Preferred Stock of the Corporation for every one (1) share of Common Stock of the Corporation standing in his name on the books of the Corporation. The Corporation shall promptly issue to the Shareholder a certificate representing the shares of the Preferred Stock. Upon effectiveness of these Articles of Amendments and Restatement, the Common Stock then held by the Shareholders shall become non-voting and otherwise subject to the restrictions and limitations provided by the attached Amended and Restated Articles of Incorporation.

I hereby verify subject to the penalties of perjury that the facts contained herein are true this 30th day of June, 2005

LEAHY INCORPORATED

By: [Signature]
George Glasser, President, Secretary, Treasurer

[Signature]
Christopher A. Cameron, Director and Shareholder

[Signature]
Burt A. Lewis, Director

[Signature]
George Glasser, Director

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEAHY INCORPORATED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEAHY INCORPORATED**

Leahy Incorporated (the "Corporation"), a corporation organized and existing pursuant to the Florida Business Corporation Act (the "Act"), desiring to amend and restate its Articles of Incorporation, hereby executes the following Amended and Restated Articles of Incorporation (the "Articles"):

ARTICLE I

NAME

The name of the Corporation is Leahy Incorporated.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are to engage and transact any and all lawful business for which corporations may be incorporated under the Act.

ARTICLE III

SHARES

Section 3.1. Authorization.

(a) **Classes of Shares; Authorized Shares.** The Corporation is authorized to issue two (2) classes of shares to be designated, respectively, "Common Shares" and "Preferred Shares," each without par value. The total number of shares which the Corporation is authorized to issue is 2,000 shares, of which 1,000 shares shall be Common Shares and 1,000 shares shall be Preferred Shares.

(b) **Designation of Preferred Shares.** The Preferred Shares may be divided into series and all such series of Preferred Shares shall collectively be referred to herein as the "Preferred Shares."

Section 3.2. Relative Rights, Preferences, Limitations and Restrictions of Shares. The rights, preferences, privileges and restrictions granted to or imposed upon the Common Shares and Preferred Shares are as follows:

(a) **Dividends.**

(i) **Payment.** The holders of Preferred Shares shall be entitled to receive dividends when and if declared by the Board of Directors, prior and in preference to any declaration or payment of any dividend on any other capital stock of the Corporation, at

the rate of five hundred dollars (\$500) per Preferred Share per annum (as appropriately adjusted for any stock splits, stock dividends, reverse stock splits, stock combinations, reclassifications beginning on the Preferred Shares date of issuance. Dividends shall be paid in cash pursuant to this Section 3.2(a) when and as declared by the Board of Directors.

(ii) Priority. Unless the full amount of any dividends declared on the Preferred Shares specified in Section 3.2(a)(i) above shall have been paid to the holders of the Preferred Shares, no dividend whatsoever shall be paid or declared, and no distribution shall be made, on any other capital stock of the Corporation.

(iii) Participation. In addition to the preferential dividend rights specified in Section 3.2(a)(i) and (ii) above, the holders of Preferred Shares shall be entitled to receive, on a pro rata basis with the holders of Common Shares (based upon the number of shares held by each of them), when and as declared by the Board of Directors, dividends declared on Common Shares, whether payable in cash or in kind.

(b) Dissolution - Liquidation Preference.

(i) Preferred Share Preference. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, (a "Liquidation") the holders of the Preferred Shares shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of any other capital stock of the Corporation, an amount equal to Five Hundred Dollars (\$500) per Preferred Share (as appropriately adjusted for any stock splits, stock dividends, reverse stock splits, stock combinations, reclassifications and the like occurring after their issuance) plus an amount equal to all declared but unpaid dividends on such Preferred Shares (the "Liquidation Preference"). If, upon a Liquidation, the assets and funds available for distribution among the holders of the Preferred Shares are insufficient to permit the payment of the full Liquidation Preference to such holders, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of Preferred Shares ratably in proportion to the preferential amount to which each such holder is otherwise entitled.

(ii) Participation. After payment or setting apart of payment of the Liquidation Preference to the holders of Preferred Shares as set forth in Section 3.2(b)(i), all remaining assets or surplus funds of the Corporation on dissolution or other liquidation shall be distributed to the holders of the Preferred Shares and Common Shares, pro rata, based upon the number of shares held by each of them.

(iii) Valuation of Consideration. If the consideration distributed by the Corporation or received by its shareholders pursuant to this Section 3.2(b), or for any other purpose, is other than cash, its value will be deemed its fair market value as mutually determined, in good faith, by the Board of Directors and the holders of at least 50% of the then outstanding Preferred Shares, provided that if the Board of Directors and such holders are unable to reach such agreement, then the fair market value shall be determined by an independent appraiser selected by the Board of Directors and

reasonably acceptable to holders of at least 50% of the then outstanding Preferred Shares, the cost of which appraisal shall be divided equally between the Corporation and the holders of the Preferred Shares (and such holders shall share in their portion of such appraisal expenses in proportion to the number of Preferred Shares held by each holder).

(c) Voting Rights. The Preferred Shareholders shall have unlimited voting rights. Each holder of Preferred Shares shall be entitled to one vote for each Preferred Share held. The holders of Common Shares shall have no voting rights except as otherwise required by the Act.

(d) Transfer Restriction. Without the prior written consent of the Board of Directors of the Corporation, the Common Shareholders shall not gift, sell, exchange, assign, convey, alienate or otherwise transfer, whether voluntary or involuntary, by operation of law or otherwise, their Common Shares, including any transfer to an estate, trust, personal representative, heir, receiver, bankruptcy trustee, judgment creditor, lienholder, holder of a security interest, pledge or other encumbrance and transfer upon judicial order or other legal process (such as a transfer in connection with divorce proceedings). Any such transfer shall be void ab initio and not enforceable against the Corporation. This transfer restriction is intended to preserve the closely-held nature of the Corporation.

Section 3.3. Board of Directors. The total number of directors of the Corporation shall be that specified in or fixed in accordance with the bylaws of the Corporation. In the absence of a provision in the bylaws specifying the number of directors or setting forth the manner in which such number shall be fixed, the number of directors shall consist of no less than one (1) and no more than ten (10) members, as determined by the holders of at least a majority of the Preferred Shares.

ARTICLE IV.

REGISTERED AGENT; REGISTERED OFFICE

Section 4.1. Registered Office. The street address of the Corporation's initial registered office for service of process is 9604 SW 35th Lane, Gainesville, Florida 32608.

Section 4.2. Registered Agent. The name of the Corporation's initial registered agent for service of process is Michael R. Kohlhaas, Esq.

ARTICLE V.

INDEMNIFICATION

Section 5.1. Rights to Indemnification.

(a) The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:

- (i) a member of the Board of Directors of the Corporation,
- (ii) an officer of the Corporation, or

(iii) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the Indemnitee in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Section 5.2. Other Rights Not Affected. Nothing contained in this Article V shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Therefore, indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws.

Section 5.3. Definitions. For purposes of this Article V:

(a) The term "director" means an individual who is or was a member of the Board of Directors of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. The term "director" includes, unless the context requires otherwise, the estate or personal representative of a director.

(b) The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(c) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(d) The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(e) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

**ACCEPTANCE OF REGISTERED AGENT
OF
DEAHY INCORPORATED**

June 30, 2005

Having been named as the registered agent to accept service of process in the Amended and Restated Articles of Incorporation of DEAHY INCORPORATED, a Florida corporation (the "Corporation"), at the place so designated in the Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent with full and complete authority as of the date first written above.



Michael R. Conlin, Esq.