

MARY C. SORRELL

Professional Association
Attorney and Counselor at Law

Admitted to Practice

State and Federal Courts,
State of Florida
United States Federal Circuit Court
United States Court of Federal Claims

Order of The Coif

M88105

September 12, 2000

Secretary of State, State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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

Re: SD Services of Jacksonville, Inc.
Restated and Amended Articles of Incorporation

Dear Sirs:

Enclosed please find this firm's check in the amount of \$43.75 covering the \$35.00 filing fee for the enclosed Restated and Amended Articles of Incorporation for SD Services of Jacksonville, Inc., and the \$8.75 fee for obtaining a certified copy of same after filing. Please return the certified copy to our office.

Thank you.

Sincerely,

Mary C. Sorrell
Mary C. Sorrell, Esq.

Encl: 2

cc: SD Services (w/encls)

Amended & Restated
LF

10-18-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 16 PM 12:19



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 26, 2000

Mary C. Sorrell, Esquire
Post Office Box 330108
Atlantic Beach, FL 32233-0108

SUBJECT: SD SERVICES OF JACKSONVILLE, INC.
Ref. Number: M88105

We have received your document for SD SERVICES OF JACKSONVILLE, 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):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 700A00050531

MARY C. SORRELL

Professional Association
Attorney and Counselor at Law

Admitted to Practice

State and Federal Courts,
State of Florida
United States Federal Circuit Court
United States Court of Federal Claims

Order of The Coif

October 11, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Louise Flemming-Jackson
Corporate Specialist Supervisor

Subject: SD Services of Jacksonville, Inc.
Ref. Number: M88105

Per your letter of September 26, 2000 (letter Number 700A00050531) regarding the foregoing, please find enclosed the Restated and Amended Articles of Incorporation of SD Services of Jacksonville, Inc. which have been amended to include:

1. The date of adoption of the amendment by members (see, lines 1 and 2 of the fourth page, Article IX) and a statement that the number of votes cast for the amendment was sufficient for approval (see, lines 4 and 5 of the fifth and final page, Article IX).

Thank you.

Sincerely,



Mary C. Sorrell

Encl: 1
c:c SD Services (w/encl)

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

SD SERVICES OF JACKSONVILLE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 16 PM 12:18

To: Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of F.S. §607.1007, the undersigned corporation, SD Services of Jacksonville, Inc., pursuant to resolution duly adopted by its Board of Directors, adopts the following Restated and Amended Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is SD Services of Jacksonville, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation is 5508 Wilmin Way, Jacksonville, Florida 32216. The Board of Directors may from time to time move the principal place of business to any other address in Florida.

ARTICLE III

CORPORATION PURPOSE

The general purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation

Act. (F.S. §§ 607.0101 - 607.193)

ARTICLE IV

CORPORATE SHARES

The total number of shares that the corporation is authorized to issue is 750,000 shares. Such shares shall be divided into two classes, Common, Class A stock and Common, Class B stock. The total number of authorized shares of Common Class A stock is 500,000 shares. The total number of authorized shares of Common Class B stock is 250,000 shares.

ARTICLE V

RESTRICTIONS AND LIMITATIONS

Common Class B stock shall have no right to vote and shall be subject to restrictions as are set forth in the corporation's By-Laws. Common Class B stock shall not be convertible to Common Class A stock.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist in perpetuity.

ARTICLE VII

ISSUANCE OF STOCK

At any time and from time to time when authorized by resolution by the Board of Directors and without any action by the shareholders, the corporation may issue or sell any shares of its capital stock

of any class, whether out of unissued shares thereof authorized by the Articles of Incorporation, as originally filed or by any amendment thereof, or out of its shares of stock acquired by it after the issuance thereof, and whether or not the shares thereof so issued or sold shall confer upon the holders the right to exchange such shares for other shares of stock of the corporation of any class or classes. The corporation may receive in payment, in whole or part, for any shares of its stock issued or sold by it, cash, labor done, personal property, real property, or leases thereof, and in the absence of actual fraud in a transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate or lease thereof so received, shall be conclusive.

ARTICLE VIII

DIRECTORS

This corporation shall have two (2) directors.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt By-Laws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not be altered, repealed or amended by the Board of Directors.

The foregoing Restated and Amended Articles of Incorporation, adopted on the 15th day of August, 2000, restate and integrate the provisions of the corporation's Articles of Incorporation, but primarily amend the articles, specifically amending the amount of capitol stock and creating two classes of stock for the purpose of providing a pool of non-voting stock (Common Class B) from which stock awards can be made to high performing employees. Present shareholders will exchange their pre-restatement shares for stock in the pool of voting stock (Common Class A). The amount of current, pre-restatement, issued and outstanding stock is 6400. This stock is to be surrendered at the ratio of 50 to 1. The exchange will not effect, add or diminish the holdings of present stockholders, nor will it effect the stated capital of the corporation which will remain unchanged.

Related to the foregoing, two other significant provisions, Article V and Article VII were added as amendment, the first providing for restrictions on Common Class B Stock. These are set forth in the By-Laws and provide that only employees of the corporation may hold Common Class B stock and that upon termination of such status, the corporation may purchase such stock at net asset value. In addition, holders of Common Class B stock seeking to sell such stock to third parties must first offer it for sale to the corporation which may then purchase same at net asset value. Article VII was added to clarify the right of the Board of Directors to issue stock, particularly for "labor done".

Matters of historical significance as set forth in the original Articles of Incorporation have been omitted.

The foregoing Restated and Amended Articles of Incorporation were adopted pursuant to the Florida Statutes, same being approved and adopted by all shareholders entitled to vote. The number of shares of the corporation outstanding at the time of adoption was 6400; and the number of shares

entitled to vote on the restatement and amendment was 6400. All shares were of one class, common, and all were entitled to vote (one vote per share). The number of shares voted for the restatement and amendment was 6400; and the number of shares voted against the restatement and amendment was zero (0). The number of votes cast for the restatement and amendment was sufficient for approval thereof.

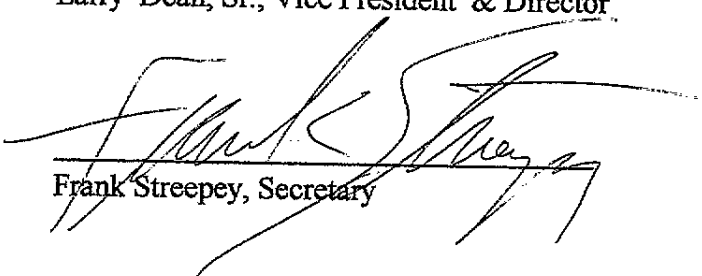
Dated 8/15, 2000.

SD SERVICES OF JACKSONVILLE, INC.

By: 

Larry D. Dean, Jr., President & Director


Larry Dean, Sr., Vice President & Director


Frank Streepey, Secretary