



N94000000876

ORGANIZED 1934
INCORPORATED 1956
REINCORPORATED 1993

THE PASADENA CARD CLUB, INC.

10 PARK STREET NORTH *** ST. PETERBURG, FLORIDA 33710

November 12, 1998

Department of State
Div. of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600002687986--0
-11/16/98--01054--011
*****87.50 *****87.50

Dear Sirs:

Subject: Pasadena Card Club, Inc. - Document No. N9400000876

We are enclosing a copy of Restated Articles of Inc., pursuant to Section 617.1001 - 1007. This Restated Certificate of Incorporation was duly authorized by a meeting of its Board of Directors, at their meeting of November 7, 1998.

There have been minor changes in the wording of Article V - Manner of Election of Directors, Sections 2 and 3. All other Articles remain the same.

We are enclosing a check in the amount of \$87.50 to cover filing and certified copy. We would appreciate a recent copy of the Florida Not For Profit Corporation Act.

Sincerely,

Robert G. Noel
Manager/Director

RN;ab

act:

1. Restated Articles of Inc.
2. Articles of Inc.
3. Document N94000000876
4. P.C.C. Board of Directors
5. Resignation K. Newell, 9 (6)
6. Check

P.S. Please notify immediately if there are additional changes or forms.

FILED
99 JAN 29 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated
Art
[Signature]
1/29



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 13, 1999

THE PASADENA CARD CLUB, INC.
10 PARK STREET NORTH
ST. PETERSBURG, FL 33710

SUBJECT: PASADENA CARD CLUB, INC.
Ref. Number: N94000000876

Morning
ALICE BOH

727 - 345-7651

We have received your document for PASADENA CARD CLUB, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE RESTATED ARTICLES MUST CONTAIN ALL THE INFORMATION THAT IS BEING CHANGED OR SHOULD APPEAR IN THE ARTICLES.

THE NAME MUST BE CORRECTED TO DELETE THE WORD "THE".

MINUTES ARE NOT FILED WITH THE SECRETARY OF STATE. IF YOU WISH TO LIST NEW OFFICERS AND DIRECTORS AT THIS TIME, AN ARTICLE ENTITLED OFFICERS/DIRECTORS MUST BE ADDED TO THE RESTATED ARTICLES OF INCORPORATION. OTHERWISE THIS CAN BE SHOWN ON THE 1999 ANNUAL REPORT.

PLEASE ADD A PAGE ENTITLED "CERTIFICATE" SHOWING THE INFORMATION AS STATED BELOW CONCERNING ADOPTION.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6880.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1998

THE PASADENA CARD CLUB, INC.
10 PARK STREET NORTH
ST. PETERSBURG, FL 33710

SUBJECT: PASADENA CARD CLUB, INC.
Ref. Number: N94000000876

We have received your document for PASADENA CARD CLUB, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

THE OFFICIAL NAME ON RECORD DOES NOT HAVE THE WORD "THE".
YOU MAY CHANGE IT AT THIS TIME IF YOU WISH.

ANYTHING TO BE AMENDED MUST BE INCLUDED IN THE RESTATED ARTICLES. A RESIGNATION, AS IS, CONSTITUTES AN ADDITIONAL \$35.00 FILING FEE.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO 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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 198A00055781

ORGANIZED 1934
INCORPORATED 1956
REINCORPORATED 1993



THE PASADENA CARD CLUB, INC.
10 PARK STREET NORTH * ST. PETERBURG, FLORIDA 33710**

January 18, 1999

Ms. Karen Gibson
Florida Dept. of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Ref. #N94000000876
Your letter of Jan. 13, 1999 (199A00001695)

Please review the following:

1. A corrected copy of the Restated Articles of Incorporation is attached.
2. A "Certificate" regarding the Restated Articles of Incorporation is attached, showing that the above was duly authorized by a meeting of the Board of Directors, November 7, 1998, and a vote was taken, Ayes - 6, Nays - 0.
3. At the November 23, 1998 meeting of the Membership - a motion was made to adopt the Restated Articles of Incorporation, motion seconded, and the vote to adopt was unanimous. Motion carried.

We sent in our list of officers for 1999 to the Secretary of State, and paid our annual fees under separate cover.

We hope that we have been able to answer your questions, and will await your reply.

Sincerely,

A handwritten signature in cursive script that reads "Robert Noel".

Robert Noel, President

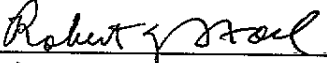
RN:ab

CERTIFICATE

RESTATED ARTICLES OF INCORPORATION

Pursuant to Section 617.1001-1007 Florida Statutes, this Restated Certificate of Incorporation was duly authorized by a meeting of it's Board of Directors. The meeting was held on November 7, 1998. Motion was made to accept, and vote taken. Ayes - 6, Nays - 0. Motion carried.

At the November 23, 1998 meeting of the membership, the motion was made to adopt the Restated Articles of Incorporation, seconded and passed unanimously. Motion carried.


Robert G. Noel, President/Director

RGN:ab
1/18/99

FILED
99 JAN 29 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION

PURSUANT TO SECTION 617.1001-1007 FLORIDA STATUTES, THIS RESTATED CERTIFICATE OF INCORPORATION WAS DULY AUTHORIZED BY A MEETING OF ITS BOARD OF DIRECTORS, the meeting having been held on Nov. 7, 1998.

ARTICLE I

Name

The name of the corporation shall be: Pasadena Card Club, Inc.

ARTICLE II

The principle place of business and mailing address shall be:

Pasadena Card Club, Inc.
10 Park St. North
St. Petersburg, Fla. 33710

ARTICLE III

Purposes

The specific purposes for which the corporation is organized shall be: To carry on and operate a club for promotion of legal card games such as bridge, pinochle, or other games that the membership of the club shall desire. To acquire, use, sell, replace whatever equipment as necessary to carry on such activities. To buy, sell, and deal in real estate, and to lease same for the purposes heretofore stated. To provide entertainment, refreshments, or card parties for the club members and invited guests, and to hold the club business meetings of the Board of Directors and Membership.

ARTICLE IV

The name and street address of the initial registered agent is:

Robert G. Noel, President
Pasadena Card Club, Inc.
10 Park St. North
St. Petersburg, Fla. 33710

ARTICLE V

Manner of Election of Directors

Directors shall be elected or appointed as follows:

- 1) At the October meeting, the Board shall appoint a nominating committee, consisting of three members, which shall select a candidate for each office.
- 2) At the November meeting, the president shall request the nominating committee to submit its list of candidates after which nominations may be made from the floor for each position, nominations are then closed.
- 3) At the December meeting, voting is restricted to members present in good standing, one vote each. For the election, each position shall be considered separately. Unopposed candidate shall be declared elected. If there are two or more candidates for a position, a written ballot is required, with a majority vote declared the winner. If there is no majority vote, another ballot is required with respect to the two candidates who received the highest number of votes on the first ballot.
- 4) All officers so elected shall take office immediately.
- 5) Each officer so elected shall serve a term of office for one year: President, First Vice President, Second Vice President, Treasurer, Recording Secretary, and Membership Chairman.
- 6) If a vacancy occurs, it shall be filled at the next regular meeting of the members. In the interim, the President, with the approval of the Board, shall appoint a member to fill the vacancy.

RESTATED ARTICLES OF INCORPORATION

ARTICLE VI

The corporate powers of this corporation are as provided in section 617.0302 of the Florida Statutes with no limitations specified.

This Restated Articles of Incorporation was executed this 7 day of November, 1998.

Robert G. Noel

Robert G. Noel, President
Pasadena Card Club, Inc. 10 Park St.
North St. Petersburg, Fl. 33710