

Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

JAMES R. FARRELL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JAMES R. FARRELL, INC.

THE UNDERSIGNED, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

NAME

The name of this corporation shall be and is:

JAMES R. FARRELL, P.A.

ARTICLE II

ADDRESS

The principal office address of the corporation is:

8885 Okeechobee Blvd., # 306
West Palm Beach, Florida 33411

ARTICLE III

PURPOSE

The general nature of the professional services to be rendered by this professional service corporation shall be as follows to-wit:

Domenick R. Lioce, Esq. (FL Bar No. 284556)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33418
Phone: (561) 686-3307

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TALLAHASSEE, FLORIDA

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- (a) To engage in every phase and aspect of the business of rendering the same professional services to the Public that a real estate agent licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional real estate services within the State of Florida. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- (c) To invest the funds of this Corporation in real estate, mortgages, stock, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Amended and Restated Articles of Incorporation or any other amendment thereof necessary or incidental to the protection and benefit of the Corporation and, in general either alone or in association with other corporations, firms or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.
- (e) Without limiting the generality of any of the foregoing language, the Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE IV STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$.01) per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

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ARTICLE V
EXISTENCE

This Corporation shall have perpetual existence commencing on the effective date of filing the original Articles of Incorporation.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of this Corporation is James R. Farrell, 8885 Okeechobee, # 306, West Palm Beach, FL 33411.

ARTICLE VII
STOCK TRANSFERABILITY

No Stockholder of this Corporation may sell or transfer his shares in this Corporation except to another individual who is eligible to be a Stockholder of a professional service corporation within the laws of the State of Florida.

ARTICLE VIII
OWNERSHIP

The Board of Directors shall require any officer, Stockholder, agent or employee of this Corporation, who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional services, to sever all employment with, and financial interest in, this Corporation forthwith.

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ARTICLE IX
DIRECTORS

This Corporation shall have one (1) director initially. The number of Directors may be increased or diminished, from time to time, by the Stockholders but shall never be less than one (1).

ARTICLE X
INITIAL DIRECTOR

The name and street address of the sole initial member of the Board of Directors of the Corporation is:

<u>Name</u>	<u>Street Address</u>
James R. Farrell	8885 Okeechobee Blvd., # 306 West Palm Beach, Florida 33411

The aforesaid Director is of full age and a citizen of the United States of America. The aforesaid Director shall hold his office until the first Annual Meeting of the Stockholders or until his successor is duly elected and shall have qualified.

ARTICLE XI
BY-LAWS

The By-Laws of this Corporation may be created, amended or changed by the Stockholders or Directors at any regular or special meeting, duly held.

ARTICLE XII
CONTRACTS

No contract or other transaction between this Corporation or any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of, such other corporation, and any Director, individually or jointly, may be a Party to, or may be interested in, any contract or transaction of this Corporation or in which

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this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm or corporation, shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefits of himself or any firm, association or corporation in which he may be in any way interested.

Shareholder approval of the these Amended and Restated Articles of Incorporation of the Corporation was not required. These Amended and Restated Articles of Incorporation were adopted by the sole Director of the Corporation on November 7, 2000.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation this 7 day of November, 2000.


James R. Farrell, Director