

# P00000006026

0639-53030

## Florida Department of State

Division of Corporations

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## BASIC AMENDMENT

THE BIRD & ECKERLE COMPANY

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

Amended & Resubmitted  
Articles w/ NAME CHANGE

RECEIVED  
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DIVISION OF CORPORATIONS



## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 26, 2000

THE BIRD & ECKERLE COMPANY  
4300 S. US HWY ONE, SUITE 203-326  
JUPITER, FL 33477SUBJECT: THE BIRD & ECKERLE COMPANY  
REF: P00000006026*Done*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6906.

Darlene Connell  
Corporate SpecialistFAX Aud. #: B00000039130  
Letter Number: 900A00040786

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 82314

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE BIRD & ECKERLE COMPANY**

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00 JUL 27 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I. Pursuant to §607.0704 and §607.0821 of the Florida Statutes, The Bird & Eckerle Company, a corporation organized and existing under the laws of the State of Florida, hereby deletes their entire those certain corporate Articles of Incorporation filed on January 11, 2000, and adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I**

**Name and Address**

The name and address of the proposed corporation shall be Bohica Imaging, Inc., a Florida Corporation, located at 654 Shore Road, North Palm Beach, Florida 33408.

**ARTICLE II**

**Duration**

This corporation shall commence existence on the date these Articles are filed with the Florida Department of State. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

**Purpose**

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner,

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member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

#### ARTICLE IV

##### Capital Stock

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of the issued and outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

#### ARTICLE V

##### Registered Office and Agent

The street address of the registered office of this corporation is 515 North Flagler Drive, 18<sup>th</sup> Floor, West Palm Beach, Florida 33401.

The name of the registered agent of this corporation at that address is Robert L. Crane.

#### ARTICLE VI

##### Board of Directors

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and address of the

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director of this corporation, who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the corporation or until her successors are elected or appointed, are:

Director

Mindy M. Weiss

Address

654 Shore Road  
North Palm Beach, FL 33408

ARTICLE VII

Subscribers/Incorporator

The name and address of the person signing these Articles as subscriber/incorporator is :

John G. Eckerle

163 Ridge Road  
Jupiter, FL 33477

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XWorking Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XIAmendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

2. These Amended and Restated Articles of Incorporation shall become effective upon filing in accordance with Florida Statutes.
3. The foregoing Amendment was adopted by a majority vote of the Directors and Shareholders of the corporation at a special joint meeting of the Directors and Shareholders of the corporation on July 5, 2000, and was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officers have set their hands and seals this 5th day of July, 2000.

By: Dennis Bird  
Dennis Bird, President

By: Mindy M. Weiss  
Mindy M. Weiss, Vice President  
Secretary and Treasurer

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ACCEPTANCE OF REGISTERED AGENT

HAVING been named as registered agent and to accept service of process for the above-stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Robert L. Crane

Dated: 7/5/00

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