

P000000014840

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

April 6, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR -9 PM 2:19

Enclosed you will find the original and one copy of the Restated Certificate of Incorporation for Bernard, Allan & Edwards, Inc.

Also enclosed is a check for \$43.75 made payable to the Department of State for the filing fee and a certified copy of the amendment.

Please send the recorded documents to:

Mike McLaughlin
704 Mound Avenue
Leesburg, FL 34748

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

If you have any questions please call (352) 323-4956.

Yours truly,

Mike McLaughlin

Mike McLaughlin

Restated art.

Note: Filed pursuant to LFS

V. SHEPARD APR 17 2001

RESTATED CERTIFICATE OF INCORPORATION
OF
BERNARD, ALLAN & EDWARDS, INC.

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Pursuant to Sections 607, 1007 and 607.1003 of the Florida Business Corporation Act, Bernard, Allan & Edwards, Inc., a corporation organized and existing under and by the virtue of the Florida Business Corporation Act (the "Corporation"),

DOES HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

The name of the corporation is Bernard, Allan & Edwards, Inc. The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Florida on February 7, 2000, and an amendment thereto was filed on March 19, 2001.

ARTICLE II

Pursuant to (a) 607.1007 and 607.1003 of the Florida Business Corporation Act; and (b) resolutions (i) proposed by the Corporations directors at a meeting held on April 5, 2001, and (ii) adopted by written consent executed on April 5, 2001 by the holders of a majority of the outstanding shares of the capital stock of the Corporation, this Restated Certificate of incorporation of the Corporation amends and restates the provisions of the Certificate of Incorporation of this Corporation.

ARTICLE III

The Certificate of Incorporation of this Corporation, as heretofore amended or supplemented, is hereby restated and further amended to read in its entirety, as follows:
RESTATED CERTIFICATE OF INCORPORATION OF BERNARD, ALLAN & EDWARDS, INC.

1. The name of the corporation is: Bernard, Allan & Edwards, Inc.
2. The address of the registered office of the Corporation in the State of Florida is 1016 Shore Acres Drive, Leesburg, Florida 34748. The name of the Corporation's registered agent at such address is Michael B. McLaughlin.
3. The principal place of business and mailing address of this Corporation shall be 1016 Shore Acres Drive - Leesburg, FL 34748.

ARTICLE IV

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE V

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: 30,000,000 shares of common stock of no par value, and 3,000,000 shares of preferred stock of no par value.

ARTICLE VI

Provisions for the regulation of the internal affairs of the Corporation are those set forth in the Corporation's Bylaws, and the board of directors shall have the authority to alter, amend, repeal, or adopt new Bylaws at any regular or special meeting of the board of directors.

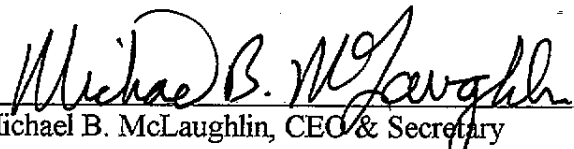
ARTICLE VII

The board of directors of this Corporation shall have the authority to create one or more series of preferred stock, fix the number of shares of each series, and designate and determine, in whole or in part, the preferences, limitations, and relative rights of each series of preferred stock.

ARTICLE VIII

The Corporation shall have the power to indemnify any person to the full extent permitted under the laws of the State of Florida.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed on behalf of Bernard, Allan & Edwards, Inc. by Michael B. McLaughlin, its Chief Executive Officer and Secretary, on this 6th day of April, 2001

By: 
Michael B. McLaughlin, CEO & Secretary

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 6th day of April, 19 2001.

Signature

Michael B. McLaughlin
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators).

Michael B. McLaughlin

Typed or printed name

CEO & Secretary

Title