

P01000022933

GARTH A. ROSE & ASSOCIATES, INC.

4876 NW 9th Drive, Plantation, FL 33317

Tel: (954) 749-0995 or (954) 533-3308

May 18, 2001

Division of Corporation

P.O. Box 6327

Tallahassee, FL 32314

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*****52.50 *****52.50

Dear Sirs,

Attached please find the Articles of Amendment for amending the articles of incorporation of GARTH A. ROSE & ASSOCIATES, INC., (P0100022933).

I should be grateful if we be provided with a certified copy of the amendment, and a certificate of status.

Enclosed please also find check for the amount of \$52.50. This amount represents:

\$35.00 - Filing Fee

\$ 8.75 - Certified copy of the amendment

\$ 8.75 - Certificate of Status

Sincerely,



Garth A. Rose
President

FILED
02 JUN 10 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

restated
amended
AL
6/11



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 4, 2002

GARTH A. ROSE & ASSOCIATES, INC.
4876 NW 9TH DRIVE
PLANTATION, FL 33317

SUBJECT: GARTH A. ROSE & ASSOCIATES, INC.
Ref. Number: P01000022933

We have received your document for GARTH A. ROSE & ASSOCIATES, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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.

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) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 102A00035959

RECEIVED
02 JUN 10 AM 8:58
DIVISION OF CORPORATIONS

STATE of FLORIDA

**RESTATED AND AMENDED
ARTICLES of INCORPORATION
OF
GARTH A. ROSE & ASSOCIATES, INC.**

THE UNDERSIGNED, in order to form a close corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Business Corporation Act,

DO HEREBY CERTIFY:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is GARTH A. ROSE & ASSOCIATES, INC.

ARTICLE II

DURATION OF CORPORATION

The period of existence of the corporation is perpetual.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 4876 N.W. 9th Drive, Plantation, Florida 33317. The mailing address of the corporation is the same.

ARTICLE IV

REGISTERED OFFICE

The registered office of the Corporation in the State of Florida is located at 4876 N.W. 9th Drive, Plantation, Florida 33317. The name and address of the Corporation's registered agent at such address is Garth A. Rose.

ARTICLE V

PURPOSE AND POWERS OF THE CORPORATION

Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of Florida, including the business of buying, developing and selling real property.

Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI **TERMS OF SHARES**

Common Stock. All of the shares, in the amount of Five Hundred Thousand (500,000), that the Corporation has authority to issue a single class of shares known as Common Stock, with a par value of \$0.25 per share, which shall not be issued in series, and shall have the same preferences, limitations, and relative rights.

Voting Rights of Shares. The voting power for the election of directors and for all other purposes is vested exclusively in the holders of the Common Stock. In all matters in which they have the right to vote, the holders of Common Stock have one vote per share.

Distributions. The Board of Directors may authorize and the Corporation may make distributions to its shareholders if, after giving the distribution effect, (a) the Corporation would be able to pay its debts as they become due in the usual course of business and, (b) the Corporation's total assets would be greater than its total liabilities.

Record Ownership. The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person whether or not the Corporation shall have notice thereof.

ARTICLE VII **DIRECTORS**

Number and Qualification. The number of directors of the Corporation shall be specified, from time to time, by the Bylaws, which number may be increased or decreased from time to time by amendment of the Bylaws. Directors need not be shareholders of the Corporation.

Liability. No Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. These Articles shall not eliminate or limit the liability of a director for any act or omission occurring prior to the time these Articles became effective.

ARTICLE VIII **ADOPTION, AMENDMENT** **AND REPEAL OF BYLAWS**

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, adopt, alter, amend and repeal, from time to time, the Bylaws of the Corporation, by the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration,

Garth A. Rose & Associates, Inc.

Restated and Amended Articles of Incorporation

Page 3

amendment or repeal of the Bylaws.

ARTICLE IX
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Florida Business Corporation Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.

ARTICLE X
INCORPORATORS

The incorporator of the Corporation is Garth A. Rose, whose mailing address is 4876 N.W. 9th Drive, Plantation, Florida 33317. The powers of the Incorporator will terminate upon the filing of these Articles. The names and mailing addresses of the persons who are to serve as the directors of the Corporation until the annual meeting of stockholders of the Corporation, and who may continue to serve as directors until their successors are elected and qualified, are:

Garth A. Rose, President & CEO
4876 N.W. 9th Drive
Plantation, Florida 33317;

Donovan Anderson, Treasurer
46 Gull Way
Boynton Beach, Florida 33436; and

Margaret Irving, Secretary
5321 Jog Lane
Delray Beach, Florida 33484.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of June 2002.



Garth A. Rose, President

CERTIFICATE OF NEW REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



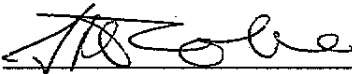
Garth A. Rose

6/2/02

Date

CERTIFICATE OF ADOPTION OF AMENDMENT

This is to certify that the Restated and Amended Articles of Incorporation was adopted by the corporation's board of directors and does not contain any amendment requiring shareholder approval.



Garth A. Rose, President

6/7/02
Date