

Division of Corporations

PO1 000036878

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

ELELCTRIC SUN RAYZ, INC.

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$35.00

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Amended Restated
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 5, 2002

ELECTRIC SUN RAYZ, INC.
3311 AND 3313 S WESTSHORE BLVD
TAMPA, FL 33611

SUBJECT: ELECTRIC SUN RAYZ, INC.
REF: P01000036878

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.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000049072
Letter Number: 102A00013149

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ELECTRIC SUN RAYZ, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation of ELECTRIC SUN RAYZ, INC., a Florida corporation (the "Corporation"), are hereby amended and restated as follows:

1. The name of this Corporation is ELECTRIC SUN RAYZ, INC.
2. The Articles of Incorporation, as amended and restated, are set forth on Annex A attached hereto (the "Amended and Restated Articles").
3. The Amended and Restated Articles contain amendments to the Articles of Incorporation requiring shareholder approval.
4. The amendments to, and restatement of, the Articles of Incorporation included in the Amended and Restated Articles, were adopted by the Board of Directors and approved by the shareholders pursuant to a Joint Action by Written Consent of the Board of Directors and Shareholders executed on January 31, 2002, as permitted by Sections 607.0704, 607.0821 and 607.1003 of the Florida Statutes.
5. The sole voting group entitled to vote on this amendment is comprised of the holders of common stock, and the number of votes cast for the amendment by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment and Restatement this 31 day of January, 2002.

ELECTRIC SUN RAYZ, INC.

By: 

Michael A. Rizzi, President

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ANNEX A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ELECTRIC SUN RAYZ, INC.

The Amended and Restated Articles of Incorporation of ELECTRIC SUN RAYZ, INC.,
shall read in their entirety as follows:

ARTICLE I

Name

The name of this corporation is:

ELECTRIC SUN RAYZ, INC.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Principal Office and Mailing Address

This corporation's street address and mailing address are as follows:

Street Address: 3311 and 3313 S. Westshore Boulevard, Tampa, Florida 33611

Mailing Address: 4630 Bay to Bay Boulevard, Tampa, Florida 32629.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each
with a par value of one cent (\$.01).

ARTICLE V

Preemptive Rights

This corporation elects to have preemptive rights.

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ARTICLE VIRegistered Office and Agent

The street address of the registered office of this corporation is 4630 Bay to Bay Boulevard, Tampa, Florida 33629, and the name of the registered agent of this corporation at that address is Anthony J. Bellapigna, Jr.

ARTICLE VIIIncorporator

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Anthony J. Bellapigna, Jr.	4630 Bay to Bay Boulevard Tampa, Florida 33629

ARTICLE VIIIBoard of Directors

The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one (1). The name and street address of the directors of this corporation are:

<u>Name:</u>	<u>Address:</u>
Michael A. Rizzi	4630 Bay to Bay Boulevard Tampa, Florida 33629
Anthony J. Bellapigna, Jr.	4630 Bay to Bay Boulevard Tampa, FL 33629

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ARTICLE IX

Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Amended and Restated Articles of Incorporation this 31st day of January, 2002.

ELECTRIC SUN RAYZ, INC.

By: 

Michael A. Rizzi, President

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