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Florida Department of State  
Division of Corporations  
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Fax Number : (850) 205-0380

From: Account Name : MCCAFFREY & RAIMI, P.A.  
Account Number : I200000000059  
Phone : (941) 514-2800  
Fax Number : (941) 514-2777

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02 JUL 16 AM 11:44  
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**BASIC AMENDMENT**  
**GULF COAST FLOOR CARE, INC.**

Certificate of Status	0
Certified Copy	1
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**MCCAFFREY & RAIMI, P.A.**  
**1800 SECOND STREET, SUITE 753**  
**SARASOTA, FLORIDA 34236**  
**(941) 957-0733**  
**FAX: (941) 957-0449**

## FAX COVER SHEET

**To:** Karen Gibson, Division of Corporations

**Phone:** 850-245-6880

**Fax No.:** 850-205-0380

**From:** Burton L. Raimi

**Date:** July 15, 2002

**No. of Pages, including this cover page:** 6

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**Subject:** Corrected Documents for Filing

**Message:** Attached are your instruction letter to me, the requested "Certificate of Restatement" and the Restated and Amended Articles of Incorporation of Gulf Coast Floors, Inc. Please let me know if you require any additional information.

Thanks for your help.

Burton L. Raimi

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**THE ABOVE TELEPHONE NUMBER. THANK YOU.**  
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**FLORIDA DEPARTMENT OF STATE**

Katherine Harris  
Secretary of State

July 15, 2002

GULF COAST FLOOR CARE, INC.  
5332 COLEWOOD PLACE  
SARASOTA, FL 34232

SUBJECT: GULF COAST FLOOR CARE, INC.  
REF: P01000055601

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.

Please entitle your document Amended and Restated Articles of Incorporation.

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.

TWO SEPARATE DOCUMENTS HAVE BEEN SUBMITTED FOR THIS ONE FILING. THIS SHOULD BE REINCORPORATED AS ONE DOCUMENT.

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. #: H02000165769  
Letter Number: 302A00043491

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

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**GULF COAST FLOOR CARE, INC.**

*Pursuant to Section 607.1007 of the Florida Statutes, this corporation adopts the following restated articles of incorporation:*

**ARTICLE I. NAME**

The name of this corporation shall be:

GULF COAST FLOOR CARE, INC.

The address of the principal office of this corporation shall be 5332 Colewood Place, Sarasota, Florida 34232, and the mailing address of the corporation shall be the same.

**ARTICLE II. PURPOSES, POWERS & RIGHTS**

The corporation may engage in any lawful acts or activities for which corporations may be organized under the laws of the State of Florida including, but not limited to, engaging in the business of providing janitorial services.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the laws of the State of Florida, including, but not limited to, the power and right:

- A. To change the Articles of Incorporation at any time pursuant to law and the By-Laws;

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TALLAHASSEE, FLORIDA

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- B. To change the principal office of the corporation and establish, from time to time, other locations, within or outside the State of Florida for corporate operations, pursuant to the By-Laws, and without the necessity of amending the Articles of Incorporation;
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business; and
- D. To purchase and acquire, in accordance with law and the By-Laws, any or all of its shares.

#### ARTICLE III. CAPITAL STOCK

This corporation shall have the authority to issue ONE THOUSAND (1,000) shares of common stock par value \$0.001 per share.

#### ARTICLE IV. REGISTERED OFFICE & AGENT

The name of this corporation's registered agent shall be Thomas J. Geenen and the address of this corporation's registered office shall be: 5332 Colewood Place, Sarasota, Florida 34232.

#### ARTICLE V. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

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ARTICLE VI. BOARD OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) and not more than eleven (11), as determined from time to time by the Board of Directors.

The business and affairs of the corporation shall be managed by the Board of Directors. In addition to any powers conferred herein or in the By-Laws, the Board of Directors may, subject to any express limitation contained in these Articles of Incorporation or in the By-Laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the By-Laws shall in no way be deemed to restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the foregoing, the Board of Directors shall have the power to make, alter, amend or repeal from time to time the By-Laws of this corporation.

ARTICLE VII. DIRECTOR LIABILITY & INDEMNIFICATION

To the fullest extent permitted by law, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article VII by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification. This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the fullest extent permitted by law.

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ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

I hereby accept my designation as resident agent and agree to serve as the resident agent of Gulf Coast Floor Care, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Gulf Coast Floor Care, Inc.

  
Thomas J. Geenen - Registered Agent

Dated: 7-9-02\\Front desk\c\DOCS.51\CLIENTS\Gulf Coast Floors\Floors\restatedarticles.ver2.doc

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**CERTIFICATE OF RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
GULF COAST FLOOR CARE, INC.  
(Document Number: P01000055601)**

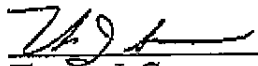
Pursuant to Section 607.1007 Gulf Coast Floor Care, Inc. has amended and restated its Articles of Incorporation. Below is the information required by Section 607.1007:

1. The Following Sections of the Articles of Incorporation were amended: Articles I, II, III, IV, V, VI and VIII. Original Article VII was deleted and a new Article VII was adopted.
2. The Amendments were adopted and the Articles were restated on July 8, 2002 by the shareholders by unanimous written consent pursuant to Sections 607.1003 and 607.0704 of the Florida Statutes.

A. The number of votes cast were sufficient for approval of the Amendments and Restatement.

B. There is only one class of shares outstanding and thus only one voting group entitled to vote on the Amendments and Restatement.

Signed this 15<sup>th</sup> day of July, 2002

  
Thomas J. Geenen  
President

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