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01000065742 September 18, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

mvest	o Properties, Inc.
	TALL SEC
Filing Evidence □ Plain/Confirmation Cop	Type of Document Certificate of Status Certificate of Good Standard Control
☑ Certified Copy	□ Certificate of Good Stanting 3
	□ Articles Only
Retrieval Request Protogory LECTION OF THE PROTOGORY	☐ All Charter Documents to Include Articles & Amendments ☐ Fictitious Name Certificate
Certified Copy	□ Other 1000045966715 -09/18/0101029008 ******43.75 ******43.75
NEW FILENGS	AMENDMENTS
Profit	X Amendment
Non Profit	Resignation of RA Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger
OTHER FILINGS	REGISTRATION/QUALIFICATION
Annual Reports	Foreign
Fictitious Name	Limited Liability
Name Reservation	Reinstatement
Reinstatement	Trademark
	Other C. Coulliste SEP 1 8 2001

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

INVESTCO PROPERTIES, INC.

The Amended and Restated Articles of Incorporation of Investoo Properties, Inc., are filed pursuant to Section 607.1007, <u>Florida Statutes</u>, to reflect amendments to the Articles of Incorporation of Investoo Properties, Inc., effective June 28, 2001, and in connection therewith the undersigned Sole Shareholder and Director sets forth the following:

ARTICLE I Name

The name of the corporation is INVESTCO PROPERTIES, INC.

ARTICLE II Principal Office

The principal office and mailing address of the corporation shall be 1361 13th Avenue South, Suite 240, Jacksonville Beach, Florida 32250.

ARTICLE III <u>Duration</u>

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

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ARTICLE V Capital Stock

- (a) <u>Authorized Capital</u>. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of \$.01 per share.
- (b) <u>Preemptive Rights</u>. Shareholders shall have no preemptive rights.
- (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.
- (d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI Initial Registered Office and Agent

The name and street address of the initial registered office of this corporation is Richard J. Toomey, 1361 13th Avenue South, Suite 240, Jacksonville Beach, Florida 32250.

ARTICLE VII Directors

- (a) <u>Number</u>. This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) <u>Initial Directors</u>. The name and street address of the members of the first board of directors of the corporation are:

Richard J. Toomey 1361 13th Avenue South, Suite 240 Jacksonville Beach, Florida 32250.

- (c) <u>Compensation</u>. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.
- (d) <u>Indemnification</u>. The board of directors is hereby specifically authorized to make provision for indemnification of

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directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX Incorporator

The name and street address of the incorporator of this corporation is:

Richard J. Toomey 1361 13th Avenue South, Suite 240 Jacksonville Beach, Florida 32250.

ARTICLE X Amendment

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

IN WITNESS WHEREOF, the Sole Shareholder and Director has executed these Articles the 7th day of September, 2001.

Richard J. Toomey

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, <u>FLORIDA STATUTES</u>, THE FOLLOWING IS SUBMITTED:

INVESTCO PROPERTIES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF JACKSONVILLE BEACH, STATE OF FLORIDA, HAS NAMED RICHARD J. TOOMEY, 1361 13TH AVENUE SOUTH, SUITE 240, JACKSONVILLE BEACH, FLORIDA 32250 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Richard J. Toomey President

Dated: September 7, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Richard J Toomey

Dated: September 7, 2001