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EDUARDO F. MORRELL, P.A.

ATTORNEYS AT LAW

EDUARDO F. MORRELL
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500 SOUTH FLORIDA AVENUE, SUITE 330
LAKELAND, FLORIDA 33801-5252

TELEPHONE: (863) 802-8037

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MAILING ADDRESS
P.O. BOX 2786
LAKELAND, FLORIDA 33806-2786

May 8, 2002

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

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

Re: B C & C of South Florida, Inc.

Dear Sir or Madam:

In connection with the above-stated corporation, enclosed are the following:

1. Original Amended and Restated Articles of Incorporation (\$35.00)
2. Copy of Amended and Restated Articles of Incorporation (\$8.75).

Please file the Amended Articles and forward the certified copy to our office in the pre-addressed stamped envelope enclosed.

Thank you for your attention and please call if you should have any questions.

Sincerely,

Nicole Reynolds

Nicole Reynolds, Legal Assistant

/nmr
Enclosures (as stated)

cc: B C & C of South Florida, Inc.
Attn: Terry Willis

Amended + Restated

T BROWN JUN - 4 2002

FILED
02 JUN - 3 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



REC'D MAY 20 2002

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 16, 2002

EDUARDO F. MORRELL, P.A.
P.O. BOX 2786
LAKELAND, FL 33806-2786

SUBJECT: B C & C OF SOUTH FLORIDA, INC.
Ref. Number: P01000093031

We have received your document for B C & C OF SOUTH FLORIDA, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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

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) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 002A00031323

RECEIVED
02 JUN -3 PM 11:24
DIVISION OF CORPORATIONS

EDUARDO F. MORRELL, P.A.

ATTORNEYS AT LAW

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MAILING ADDRESS
P.O. BOX 2786
LAKELAND, FLORIDA 33806-2786

May 30, 2002

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

Re: B C & C of South Florida, Inc.

Dear Sir or Madam:

Pursuant to your correspondence dated May 16, 2002, enclosed are the Amended Articles of Incorporation of B C & C of South Florida, Inc. with the corrections requested. Our check in the amount of \$43.75 was previously forwarded representing your fee for filing. Once filed, please return the certified copy to our office in the pre-addressed stamped envelope enclosed.

Thank you for your attention and please call if you should have any questions.

Sincerely,



Nicole Reynolds, Legal Assistant

/nmr
Enclosures (as stated)

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

B C & C OF SOUTH FLORIDA, INC.

FILED
02 JUN -3 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned to these Articles of Incorporation, a natural person competent to contract, hereby amends and restates the Articles of Incorporation of B C & C of South Florida, Inc., a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this Corporation is:

B C & C OF SOUTH FLORIDA, INC.

ARTICLE II.

PERMITTED BUSINESSES AND ACTIVITIES

This Corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the Corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the

several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge Bonds, Debentures, Notes and other evidences of indebtedness, and execute such Mortgages, transfers of corporate property, or other instruments to secure the payment of corporate

indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Subsection (i) hereof.

(k) Enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this Corporation began business was not less than Five Hundred Dollars (\$500).

ARTICLE V.

TERM OF EXISTENCE

The existence of this Corporation is to begin at the time of incorporation and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter.

ARTICLE VI.

PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the Corporation in the State of Florida is 1316 SE. 36th St. Cape Coral, FL. 33904. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VII.

REGISTERED AGENT

The Registered Agent of the Corporation and the address of the Registered Agent and Registered Office of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Terry Willis	1316 SE 36 th Street Cape Coral, Florida 33904

ARTICLE VIII.

DIRECTORS

This Corporation shall have two (2) Directors, The number of Directors may be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE IX.

DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as officers, to permit Contracts or other transactions between the Corporation and one or more of its Directors individually or businesses in which one or more of its Directors are interested, and to exercise such other powers of the Corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the Stockholders. Without limiting the generality of the foregoing, no Contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such Contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such Contract or transaction by a vote of a majority of the Directors (such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or

statutory law applicable thereto.

ARTICLE X.

DIRECTOR(S)

The name and street address of each member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Terry Willis	1316 SE 36 th Street Cape Coral, Florida 33904
Vicky Willis Vickie	1316 SE 36 th Street Cape Coral, Florida 33904

Members of the Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE XI.

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be

provided by law.

CERTIFICATE

IN WITNESS WHEREOF, I, the undersigned have hereunto set my hand and seal, this 21 day of March, 2002, for the purpose of Amending and Restating the Articles of Incorporation of B C & C of South Florida, Inc., under the laws of the State of Florida, and I hereby make and file with the Department of State, these Amended and Restate Articles of Incorporation, and certify that the facts herein stated are true. Furthermore, these Amended and Restated Articles of Incorporation were adopted on March 21, 2002, by unanimous shareholder consent. The votes cast for amendment by the shareholders was sufficient for approval of each and every amendment and restatement.

Terry Willis
TERRY WILLIS, Director & Shareholder & President

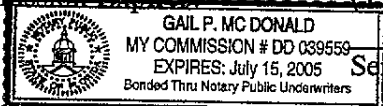
STATE OF FLORIDA)
COUNTY OF POLK Ala)

The foregoing instrument was acknowledged before me this 21 day of March, 2002, Terry Willis, who is personally known to me or who has produced as identification.
2002-819-58-3270
CHP 9-05

Gail P. McDonald
NOTARY PUBLIC

My Commission Expires:

GAIL P. McDONALD
(Type/Print/Stamp Name)



DD 039559
Serial Number, if any

Acknowledgement:

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, 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.


TERRY WILLIS, Registered Agent

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