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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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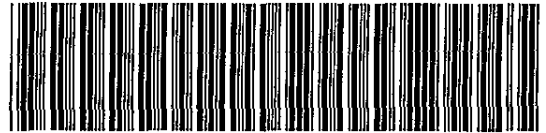
(Business Entity Name)

(Document Number)

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SECRETARY
FALLS CHURCH, VA

Arstart
T. Lewis 12/4/03

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Coach + Kelly, Inc.
(Name of corporation)

DOCUMENT NUMBER: P01000104171

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Karen L. Sappala
(Name of person)

Coach + Kelly, Inc.
(Name of firm/company)

3518 Bayshore Blvd NE
(Address)

St. Petersburg FL 33703
(City/state and zip code)

For further information concerning this matter, please call:

Rae Claire Johnson at (727) 581-5171
(Name of person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED

03 NOV 17 AM 9:26

CR2E045(09/03)



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 19, 2003

Karen L. Surplus
Coach & Kelley, Inc.
3518 Bayshore Blvd. NE
St. Petersburg, FL 33703

SUBJECT: COACH & KELLEY, INC.
Ref. Number: P01000104171

We have received your document for COACH & KELLEY, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please return these Amended and Restated Articles with the reinstatement application.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 303A00062876



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 18, 2003

Karen L. Surplus
Coach & Kelley, Inc.
3518 Bayshore Blvd. NE
St. Petersburg, FL 33703

SUBJECT: COACH & KELLEY, INC.
Ref. Number: P01000104171

We have received your document for COACH & KELLEY, INC. and check(s) totaling \$900.00. However, your check(s) and document are being returned for the following:

Per my phone conversation with Rae Johnson, enclosed is a reinstatement application which must be completed to reinstate the subject corporation. The change of agent can be made on the reinstatement application, therefore the statement of change form originally submitted would not need to be filed.

Please return the \$900 check with the reinstatement application.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 803A00062560

COACH & KELLEY, INC.
1717 Indian Rocks Rd.
Belleair, FL 33756

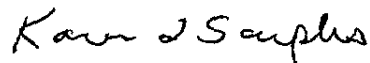
November 11, 2003

Division of Corporations
Amendment Section
P.O. Box 6327

To Whom It May Concern:

Enclosed is an amendment and restatement of Coach & Kelley, Inc.'s Articles of Incorporation. If you have any questions, you can call me at 727-521-2701.

Sincerely,

A handwritten signature in cursive script that reads "Karen L. Surplus".

Karen L. Surplus
Chief Financial Officer

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

COACH & KELLEY, INC.

P01000104171 (FL Document #)

FILED
03 DEC -4 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Pursuant to Sections 607.1006 of the Florida Statutes, the Articles of Incorporation of the undersigned corporation the "Corporation") are hereby amended and restated in their entirety effective August 31, 2003 as follows:

ARTICLE I -- NAME

The name of this Corporation shall be Coach & Kelley, Inc.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business of this corporation shall be at 1717 Indian Rocks Road, Belleair, FL 33756, or at such other place as may be designated by the Board of Directors from time to time. This corporation shall have full power and authority to transact business and to establish offices or agencies at such places as may be in the best interests of this corporation.

ARTICLE III -- PURPOSE

The nature of the business and the purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Florida Corporation Law.

ARTICLE IV -- SHARES

The maximum number of shares of stock that the Corporation shall be authorized to issue shall be 75,000,000 shares which are to be divided into two classes as follows:

50,000,000 shares of Common Stock, par value \$ 0.01 per share of which 40,000,000 shares are designated as Series A Common Stock and 10,000,000 shares are designated as Series B Common Stock; and

25,000,000 shares of Preferred Stock.

The Series A Common Stock and the Series B Common Stock may be issued from time to time as determined by the Board of Directors of the Corporation. The Series A Common Stock and the Series B Common Stock shall be identical in all respects except that the Series B Common Stock shall have no right to vote. The Preferred Stock may be created and issued from time to time in one or more series with such designations, preferences, limitations, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as determined by the Board of Directors of the Corporation and set forth in the resolution or

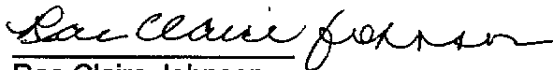
resolutions providing for the creation and issuance of the stock in such series. Shares of one class or series of the Company's capital stock may be issued through a stock dividend or stock split on shares of another class or series of the Company's capital stock.

ARTICLE V – REGISTERED AGENT

The registered agent is Karen L. Surplus, 3518 Bayshore Blvd. NE, St. Petersburg, Florida (FL) 33703.

The amendment and restatement of the articles of incorporation were approved by all shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 7th day of November, 2003.



Rae Claire Johnson
Director, President