

P01000113402

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUN 11 AM 3:06

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BASIC AMENDMENT

HRA PARTNERS INC.

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 11, 2003

ERA PARTNERS INC.
1000 UNIVERSAL STUDIOS PLAZA
SUITE 200, BLDG 224
ORLANDO, FL 32819

SUBJECT: ERA PARTNERS INC.
REF: PD1000113402

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Teresa Brown
Document Specialist

FAX Aud. #: H03000211424
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HRA PARTNERS INC.**

FILED
03 JUN 11 AM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Amended and Restated Articles of Incorporation, being all of the Directors of HRA Partners Inc., pursuant to the provisions of Section 607.1007, Florida Statutes, and as unanimously authorized and approved by all shareholders and directors pursuant to an unanimous written consent dated as of April, 1 2003, hereby Amend and Restate the Articles of Incorporation of HRA Partners, Inc. filed with the Secretary of State on November 26, 2001, under document number P01000113402, in their entirety, as follows:

ARTICLE I- NAME

The name and address of the corporation shall be:

HRA Partners Inc.
1000 Universal Studios Plaza
Building 22-A
Orlando, FL 32819

ARTICLE II- PURPOSE AND DURATION

This Corporation is organized to transact any and all lawful business. The corporation shall have perpetual existence.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock of this Corporation which the Corporation is authorized to have outstanding at any one time is five million (5,000,000) shares of common capital stock having par value of ten cents (\$.10) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of said Corporation.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street and mailing address of the principal office of the Corporation is 1000 Universal Studios Plaza, Building 22-A, Orlando, Florida 32819, and the name, mailing address and street address of the registered agent of the Corporation is Scott E. Johnson, Esquire, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

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ARTICLE V - BOARD OF DIRECTORS

The business of the Corporations shall be conducted and managed by the Board of Directors consisting of not less than one (1) member, as fixed from time to time by the bylaws of this Corporation, and the Board of Directors shall be elected or appointed by the shareholders of the Corporation, but it shall not be necessary for any such director to be a shareholder of the Corporation.

The name and address of the Board of Directors who shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Redman	1621 Spring Lake Drive Orlando, FL 32804
Frederic R. Lehman	1258 Spring Lake Drive Orlando, FL 32804
Donald Wood	7627 Apple Tree Circle Orlando, FL 32819

ARTICLE VI - INCORPORATORS

The name and address of the persons signing these Amended and Restated Articles of Incorporation, being all of the current Board of Directors, are

<u>NAME</u>	<u>ADDRESS</u>
Michael Redman	1621 Spring Lake Drive Orlando, FL 32804
Frederic R. Lehman	1258 Spring Lake Drive Orlando, FL 32804
Donald Wood	7627 Apple Tree Circle Orlando, FL 32819

ARTICLE VII - INDEMNIFICATION

Every director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees, reasonable fees, reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made party or in which he or she may become involved by reasons of his or her employment or by reason of his or her being or have been a director, officer, employee or agent of the Corporation, or any

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(((H03000211424 4)))

settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent may be entitled.

ARTICLE IX. - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.


ARTICLE XI. - MEETINGS

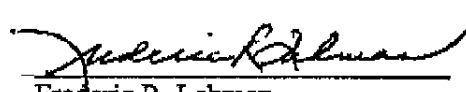
Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

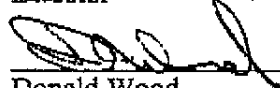
ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend, alter, change repeal and revise any provisions contained in these Articles of Organization or hereinafter prescribed by the statute and all rights conferred on shareholders herein are granted subject to reservation any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscribers, being all of the directors of the Corporation, have executed these Amended and Restated Articles of Incorporation as of this 28 day of May, 2003.


MICHAEL REDMAN
Director


Frederic R. Lehman
Director


Donald Wood
Director

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 10th day of June, 2003, by Michael Redman who is personally known to me or who produced known to me MICHAEL REDMAN as identification.

Dawn McDaniel
Notary Public, State of Florida
My Commission Expires:

DAWN MCDANIEL
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00095700
EXPIRES 3/10/2008
BONDED THRU 1-488-NOTARY

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 28 day of May, 2003, by Frederic R. Lehman, who is personally known to me or who produced known to me as identification.

Leanne Shaw
Notary Public, State of Florida
My Commission Expires:



Leanne Shaw
My Commission 00095700
Expires March 10, 2008

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 28 day of May, 2003, by Donald Wood, who is personally known to me or who produced known to me as identification.

Leanne Shaw
Notary Public, State of Florida
My Commission Expires:



Leanne Shaw
My Commission 00095700
Expires March 10, 2008

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**CERTIFICATE OF REGISTERED AGENT
AND REGISTERED OFFICE**

HRA PARTNERS INC.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED COMPANY AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Scott E. Johnson, Registered Agent

6/10/03

Date

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