

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

TH. LEON HOLBROOK

EDWARD C. AKEL

KATHLEEN HOLBROOK COLD

DANIEL D. KEENE

H. CONNOR HOLBROOK

JOHN R. STIEFEL, JR.

THOMAS R. RAY

TELEPHONE

(904) 356-6311

FACSIMILE

(904) 356-7330

April 8, 2002

Secretary of State
Corporations Division
The Capitol
409 East Gaines Street
Tallahassee, Florida 32301

400005257944--4

-04/12/02--01074--014

*****35.00 *****35.00

RE: Amended Articles of Incorporation of Associates & Young, Inc.

Ladies/Gentlemen:

Enclosed please find the referenced Amended corporation document and one copy of said document to be file stamped for filing and the filing fee of \$35.00.

Please advise us, in writing, of the approval and filing of this instrument. Please advise should you require additional information.

Thank you for your assistance.

Very truly yours,

Thomas R. Ray
Thomas R. Ray

TRR/kes
Enclosures

cc: Mr. and Mrs. Spencer Young

FILED
22 MAY 22 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO1000117722
Apr Amended on
5-22-02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 17, 2002

HOLBROOK, AKEL, COLD, ET.AL.
% THOMAS RAY
ONE INDEPENDENT DR., SUITE 2301
JACKSONVILLE, FL 32202-5059

SUBJECT: ASSOCIATES & YOUNG, INC.
Ref. Number: P01000117722

We have received your document for ASSOCIATES & YOUNG, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(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.

(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 002A00022889

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

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May 17, 2002

Ms. Carol Mustain
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Associates & Young, Inc.
Ref. No. P01000117722
Letter Number: 002A00022889

Dear Ms. Mustain:

Enclosed is the original Amended Articles Of Incorporation Of Associates & Young, Inc. with the changes that you indicated.

It would be appreciated if you would file same on our behalf and advise us, in writing, of the approval and filing of this instrument.

Thank you for your assistance in this matter.

Very truly yours,


Thomas R. Ray

TRR/kes
Enclosure

RECEIVED
02 MAY 20 AM 8:17
DIVISION OF CORPORATIONS

AMENDED ARTICLES OF INCORPORATION
OF
ASSOCIATES & YOUNG, INC.

The undersigned incorporator to these Amended Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

These Amended Articles of Incorporation of Associates & Young, Inc. were adopted the 8th day of April, 2002 by the incorporator and that shareholder action was not required.

ARTICLE I

The name of this corporation is: Associates & Young, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

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02 MAY 22 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 Shares of Common Stock of
par value of \$1.00 per share.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin upon filing.

ARTICLE V

The Board of Director may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

15249 North Main Street, Unit 1, Jacksonville, FL 32218

ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholder, but shall never be less than one. Initially, the number of directors shall be one (1).

ARTICLE VII

The name and post office address of the members of the first Board of Directors are:

Name

Address

Jean Young

15249 North Main Street, Unit 1,

Jacksonville, FL 32218

ARTICLE VIII

The name and post office address of each incorporator to these Amended Articles of Incorporation:

<u>Name</u>	<u>Address</u>
THOMAS R. RAY, ESQUIRE	2301 Independent Square, One Independent Drive Jacksonville, Florida 32202

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as director or officer, or who at the request of the Board of Director of the corporation may serve or at any time have served as directors or officer of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any

former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be 2301 Independent Square, One Independent Drive, Jacksonville, Florida 32202, and the registered agent at that same address is THOMAS R. RAY, ESQUIRE.

ARTICLE XI

These Amended Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.



THOMAS R. RAY, ESQUIRE

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared THOMAS R. RAY, to me well known to be the person described as the incorporator in and who executed the foregoing Amended Articles of Incorporation, and he acknowledged before me that he subscribed to those Amended Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 5th day of April, 2002, A. D.

KATHERINE E. STORI
Notary Public, State of Florida
My Comm. Expires May 5, 2003
Comm. No. CC 833804
My Commission expires:

Katherine E. Stori
Notary Public

**ACKNOWLEDGEMENT AND ACCEPTANCE OF
REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Thomas R. Ray
THOMAS R. RAY
Registered Agent