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Division of Corporations

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**FIDDLER'S ELBOW, INC.**

Certificate of Status	0
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FIDDLER'S ELBOW, INC.**

**ARTICLE I**

**Name**

The name of the corporation (hereinafter referred to as the "Corporation") is:

Fiddler's Elbow, Inc.

**ARTICLE II**

**Principal Offices and Mailing Address**

The principal office and mailing address of the Corporation is 6090 Central Avenue, St. Petersburg, Florida 33707.

**ARTICLE III**

**Capital Shares**

The total number of shares that the Corporation shall have authority to issue is One Hundred Thousand (100,000) common shares, having a par value of one cent (\$.01) per share.

**ARTICLE IV**

**Purpose**

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

**ARTICLE V**

**Board of Directors**

The number of directors of the Corporation shall such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation.

**ARTICLE VI**

**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles

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of Incorporation of which this Article VI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE VII**  
**Amendment**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

Fiddler's Elbow, Inc., has caused these Amended and Restated Articles of Incorporation to be executed on this 14 day of July 2005.

**FIDDLER'S ELBOW, INC.**  
a Florida Corporation

By   
William L. Edwards, President

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**CERTIFICATE ACCOMPANYING  
ARTICLES OF RESTATEMENT  
OF  
FIDDLER'S ELBOW, INC.**

Pursuant to Section 607.1007(4) of the Florida Business Corporation Act, the undersigned, Fiddler's Elbow, Inc. (the "Corporation"), a Florida corporation, certifies as follows:

Pursuant to an action by unanimous written of the board of directors (jointly with the shareholders) taken effective as of July 11, 2005, Article III has been amended; Articles IV, V, and VI have been deleted; new Articles IV and V have been added.

Pursuant to an action by written consent of the shareholders (jointly with the board of directors) of the Corporation, dated effective as of July 11, 2005, the votes cast by the shareholders in favor of each of the amendments were sufficient for approval. Accordingly, the amendments were approved and adopted by the shareholders effective as of July 11, 2005.

Accordingly, the amendments have been authorized by all appropriate action under the Florida Business Corporation Act.

**FIDDLER'S ELBOW, INC.,**  
a Florida corporation

Date: JULY 14, 2005

By

  
William L. Edwards  
Its President