

P02000057319

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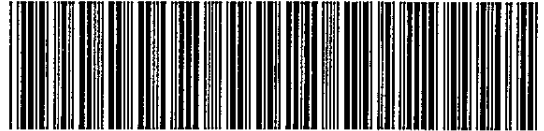
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**PEAVYHOUSE & OPP, P.A.**

ATTORNEYS AT LAW

RUSSELL K. PEAVYHOUSE  
CLIFFORD R. OPP, JR.

SABAL PARK  
10002 PRINCESS PALM AVENUE  
SUITE 228, REGISTRY ONE  
TAMPA, FLORIDA 33619-1357

(813) 623-3999  
FAX (813) 623-1587

October 13, 2003

Department of State  
Division of Corporations  
CORPORATE AMENDMENTS  
P.O. Box 6327  
Tallahassee, FL 32314

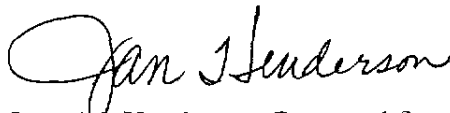
RE: AUSTIN C., INC.  
Document #P02000057319

Dear Sir/Madam:

Enclosed herewith are Articles of Amendment and Amended Articles of Incorporation with regard to the above referenced for-profit corporation, along with our \$35 check for the filing fee.

If you need anything further from our office, please do not hesitate to contact me.

Very truly yours,



Janet M. Henderson, Paralegal for  
RUSSELL K. PEAVYHOUSE, ESQUIRE

Enclosures

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
AUSTIN C., INC.

(Document Number P02000057319)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:*

**FIRST:** The Articles of Incorporation of AUSTIN C., INC. are hereby amended to change the language and/or substance of the following articles:

Article One - Principal Office address

Article Five - Registered Agent [to reflect change previously filed with State on July 31, 2003]

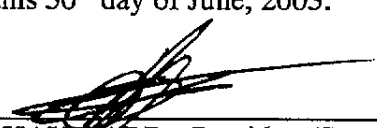
Article Seven - add to show Directors

**SECOND:** These amendments provide for the exchange, reclassification, or cancellation of the previously issued 100 shares of stock to Richard Yarnell.

**THIRD:** The date of each amendment's adoption is June 30, 2003.

**FOURTH:** The adoption of the foregoing amendments was made at Tampa, Hillsborough County, Florida, by the Board of Directors after shareholder approval and the number of votes cast for the amendments by shareholders and by directors was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as Director, and President of AUSTIN C., INC. has executed this document on this 30<sup>th</sup> day of June, 2003.

  
\_\_\_\_\_  
W.A. HAYWARD - President/Secretary

**AMENDED ARTICLES OF INCORPORATION  
OF  
AUSTIN C., INC.**

**A Florida For-Profit Corporation**

**Document Number P02000057319**

The undersigned subscriber hereby adopts these Amended Articles of Incorporation of Austin C., Inc. with the Secretary of State for the purpose of reaffirming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

**ARTICLE ONE  
NAME AND PRINCIPAL OFFICE**

The name of the corporation shall remain AUSTIN C., INC. The mailing address of the principal office shall now be 809 South Albany Avenue, Tampa, FL, 33606.

**ARTICLE TWO  
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of One and no/100's Dollar (\$1.00) par value common stock.

**ARTICLE THREE  
CORPORATE EXISTENCE AND DURATION**

The period of duration of the Corporation shall be perpetual commencing on the date of execution and acknowledgment of the original Articles of Incorporation.

**ARTICLE FOUR  
CORPORATE PURPOSE**

The purpose for which the corporation is reaffirmed shall be to conduct any legal business in the state of Florida.

**ARTICLE FIVE  
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the registered office of the Corporation is 809 South Albany Avenue, Tampa, FL, 33606, and the Registered Agent is W.A. HAYWARD at that same address. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

**ARTICLE SEVEN**  
**DIRECTORS**

The directors of the Corporation under these Amended Articles shall be W.A. HAYWARD and SUSAN HAYWARD, both located at 809 South Albany Avenue, Tampa, FL, 33606.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation effective June 30, 2003.

  
\_\_\_\_\_  
W.A. HAYWARD, President/Secretary

BILL OF SALE

THIS IS A BILL OF SALE from Richard Yamell. (the "Seller") to W. A. Hayward (the "Buyer").

For and in consideration of the amount of Ninety Thousand and 00/100 Dollars (\$90,000.00) and the execution and faithful compliance with the Settlement and Release Agreement of even date herewith, the receipt and sufficiency of which are hereby acknowledged by Seller, Seller, by these presents, does hereby forever grant, bargain, sell, assign, convey, transfer, set over, and deliver to Buyer and its successors and assigns, effective as of the date hereof, Seller's ownership of 100 shares of stock of Austin C, Inc. These shares are subject to Susan Hayward's option rights under that certain Shareholder's Agreement for Austin C., Inc.

Dated:

6-20-03

  
Richard Yamell