

P02000071839

LAW OFFICE

FAX: (813) 661-7754

Phone: (813) 661-6464

LYNNE L. ENGLAND, P.A.

1463 OAKFIELD DRIVE - SUITE 125
BRANDON, FL 33511

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

August 12, 2002

Louise Flemming-Jackson
Corporate Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Letter No. 602A00046918

Dear Ms. Jackson:

Pursuant to your above-referenced letter, enclosed please find our Amended and Restated Articles of Incorporation together with our original check for filing same. Should there be any questions concerning this matter, please feel free to contact us by telephone or facsimile at the numbers appearing in our letterhead, or by e-mail at englandlawoffice@aol.com.

Sincerely,


Lucile M. Keith

Enclosures

Amended & Restated
LFS
8-16-2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 AUG 14 AM 10:51



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 6, 2002

Lynne L. England, Esquire
1463 Oakfield Drive, Suite 125
Brandon, FL 33511

SUBJECT: OFFICE MANAGEMENT RESOURCES, INC.
Ref. Number: P02000071839

We have received your document for OFFICE MANAGEMENT RESOURCES, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Please entitle your document Amended and Restated Articles of Incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 the enclosed check for \$35.00 or a newly issued check with your corrected document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 602A00046918

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

OFFICE MANAGEMENT RESOURCES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 AUG 14 AM 10:50

WE, THE UNDERSIGNED directors and shareholders, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Amended and Restated Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

ARTICLE I

The name of this corporation shall be: OFFICE MANAGEMENT RESOURCES, INC.

ARTICLE II

The initial post office address and business address of the principal office of the Corporation in the State of Florida is 1463 Oakfield Drive, Suite 125, Brandon, Florida 33511.

ARTICLE III

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The Corporation is to exist perpetually.

ARTICLE V

The corporation shall have power:

- (a) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated and to transact any lawful business or business venture.*
- (b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property or assets.*
- (c) To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes.*
- (d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use,*

- employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.*
- (e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.*
 - (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.*
 - (g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the State of Florida, within or without the state.*
 - (h) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.*
 - (i) To make and alter by-laws, not inconsistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.*
 - (j) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.*
 - (k) To be a promoter, incorporator, partner, general partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprises.*
 - (l) To have and exercise all powers necessary or convenient to effect its purposes.*

ARTICLE VI

- (a) The number of shares of capital stock authorized to be issued by this corporation shall be FIVE HUNDRED (500) shares of common stock.*
- (b) Each share of issued and outstanding stock shall entitle the holder thereof to one (1) vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings. and to share ratably in the net assets of the corporation upon liquidation and/or dissolution.*
- (c) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.*

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two , and

the names and addresses of the persons who are to serve as members thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<i>Lynne L. England</i>	<i>1463 Oakfield Dr., Suite 125 Brandon, FL 33511</i>
<i>Lucile M. Keith</i>	<i>1463 Oakfield Dr., Suite 125 Brandon, FL 33511</i>

ARTICLE VIII

The name and street address of the person signing the Articles of Incorporation as the subscriber and as the registered agent of the corporation, who is an attorney, duly licensed under the laws of the State of Florida to render services as such, is as follows:

*Lynne L. England
1463 Oakfield Drive, Suite 125
Brandon, Florida 33511*

ARTICLE IX

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X

At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiple by the number of directors to be elected. He may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XI

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation; and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is

interested; and no contract or other transaction of the Corporation with any person, firm, or corporation, shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XII

Any director of the Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XIII

No shareholder of the Corporation may sell or transfer his share therein except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved by a fifty-one (51%) percent majority of the stockholders of the corporation.

ARTICLE XIV

If in the judgment of a majority of the entire Board of Directors (excluding from such majority any director under consideration for indemnification), the criteria set forth in Florida Statutes, have been met, then the corporation shall indemnify any officer of director, or former officer of director, his personal representatives, devisees or heirs, in the manner and to the extent contemplated by the said Statutes.

ARTICLE XIV


These Amended and Restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

Pursuant to Sections 607.0704 and 607.0821, Florida Statutes, and in accordance with the Corporation's Articles and Bylaws, the undersigned, being the shareholders and directors of **OFFICE MANAGEMENT RESOURCES, INC.**, on August 12, 2002, consented and approved the

- Amended and Restated Articles of Incorporation, which actions had the same force and effect as if taken at the regular annual meeting of the Board of Directors and Shareholders of said Corporation duly called and held.*

WITNESS the consent of the directors, LYNNE L. ENGLAND and LUCILE M. KEITH
this 12th day of August, 2002.


LYNNE L. ENGLAND


LUCILE M. KEITH

WITNESS the consent of the shareholder(s) LYNNE L. ENGLAND, this 12th
day of August, 2002.


LYNNE L. ENGLAND

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That OFFICE MANAGEMENT RESOURCES, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at 1463 Oakfield Drive, Suite 125, Brandon, Florida 33511 named Lynne L. England as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office and the provisions of Chapter 607.


REGISTERED AGENT

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LYNNE L. ENGLAND, to me known to be the person who executed the foregoing Certificate Designating Registered Agent, and she acknowledged before me that she executed the Certificate Designating Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of August, A.D., 2002.


NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



Lucile M Keith
My Commission CC993856
Expires January 15, 2005