

PD2000111951

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DIVISION OF CORPORATIONS

BASIC AMENDMENT
PROPERTY ACQUISITIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Attest
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 16, 2003

PROPERTY ACQUISITIONS, INC.
2705 RIVERSIDE AVENUE
JACKSONVILLE, FL 32205

SUBJECT: PROPERTY ACQUISITIONS, INC.
REF: P02000111951

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000336902
Letter Number: 703A00067407

**ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
PROPERTY ACQUISITIONS, INC.**

Pursuant to Section 607.1007, Florida Statutes, Property Acquisitions, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment and Restatement of its Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are set forth in **EXHIBIT A**.

SECOND: The Articles of Amendment and Restatement were adopted as of December 12, 2003.

THIRD: The Amended and Restated Articles were adopted by the *unanimous* consent of the Board of Directors and the sole shareholder of the Corporation.

Signed this 12th day of December, 2003.

PROPERTY ACQUISITIONS, INC.,
a Florida corporation

By: *N. B. Corbin, Jr.*
N. B. Corbin, Jr., President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
PROPERTY ACQUISITIONS, INC.****ARTICLE I
NAME**

The name of the Corporation is **PROPERTY ACQUISITIONS, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at 1604 Stockton Street, Jacksonville, Florida 32204; the mailing address of the Corporation is 1604 Stockton Street, Jacksonville, Florida 32204.

**ARTICLE III
CAPITAL STOCK**

(a) Authorized Shares. The total number of shares that may be issued by the Corporation is 10,000 having a par value of \$0.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for fully and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

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**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Corporation is located at 1604 Stockton Street, Jacksonville, Florida 32204; the name of the registered agent of the Corporation at that address is William R. Roberts.

**ARTICLE V
DIRECTORS**

(a) Number. The Corporation shall have three directors. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) Indemnification. The Board of Directors is specifically authorized to indemnify directors, officers, employees and agents of the Corporation to the fullest extent permitted by law.

**ARTICLE VI
BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to alteration, amendment or repeal by the directors.

**ARTICLE VII
DURATION**

This Corporation shall exist perpetually.

END OF DOCUMENT

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, Property Acquisitions, Inc., a Florida Corporation (the "Corporation") submits the following in compliance with the Act:

The Corporation has named William R. Roberts, who maintains an office at 1604 Stockton Street, in the City of Jacksonville and in the County of Duval, in the State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered to accept service of process for the Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.



William R. Roberts, Registered Agent

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