

# P020000127924

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000055087 3)))



H070000550873ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

*Attn: ANNEE / Cheryl*  
*RANLEY*  
*please*  
*refile*  
*+ backdate*

COR AMND/RESTATE/CORRECT OR O/D RESIGN

KEEN SKILLS, INC.

*to*  
*3/1/07*  
*Thanks!*

Certificate of Status	0
Certified Copy	0
Page Count	954
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help



March 2, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

KEEN SKILLS, INC.  
24703 US HWY 19 NORTH, SUITE 200  
CLEARWATER, FL 33763

SUBJECT: KEEN SKILLS, INC.  
REF: P02000127924

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) 245-6903.

Cheryl Coulliette  
Document Specialist

FAX Aud. #: H07000055087  
Letter Number: 407A00015130

RECEIVED  
07 MAR -2 AM 8:00  
DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

FILED

07 MAR - 1 PM 2:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

Keen Skills, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

PO2000127924

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Articles I-VI, See Amended and Restated Articles of Incorporation attached.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (If not applicable, indicate N/A)

(continued)

FL005 - 09/14/2005 CT System Output

The date of each amendment(s) adoption: February 28, 2007

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

David M. Krane

(Typed or printed name of person signing)

Vice President and Secretary

(Title of person signing)

FILING FEE: \$35

FILED - 03/02/2007 10:36

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KEEN SKILLS, INC.  
A STOCK CORPORATION**

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation, as amended, of KEEN SKILLS, INC., (the "Corporation"), incorporated under the laws of the State of Florida on December 4, 2002, are hereby amended and restated to read in their entirety as follows:

**ARTICLE I:** The name of the corporation (the "*Corporation*") is:

*Keen Skills, Inc.*

**ARTICLE II:** The address of the Corporation's registered office in the State of Florida is 1200 Pine Island Road, Plantation, Florida 33324. The name of the Corporation's registered agent at such address is CT Corporation System.

**ARTICLE III:** The principal office and mailing address of the Corporation is located at 24703 US Hwy 19 N Suite 200, Clearwater, FL 33763.

**ARTICLE IV:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE V:** The total number of shares which the Corporation shall have authority to issue is 10,000 shares of Common Stock, par value of 1.00 per share.

**ARTICLE VI:** Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

**ARTICLE VII:** To the full extent permitted by the laws of the State of Florida or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be

CLL-1494847v2

personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Seven shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the laws of the State of Florida or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article. Any repeal or modification of this Article Seven shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ARTICLE IX: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the laws of the State of Florida or other statutes, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional bylaws and may alter, amend or repeal any bylaw whether adopted by them or otherwise. The Corporation may in its bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

ARTICLE X: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Amended and Restated Articles of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

CL1-1404247v2

IN WITNESS WHEREOF, I the undersigned, being the Vice President and  
Secretary of the Corporation, do hereby execute this Amended and Restated Articles of  
Incorporation this 28th day of February 2007.



David B. Krasne  
Vice President and Secretary

CL-1404572



HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT.

DATE: 3/1/07

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary