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DIVISION OF CORPORATIONS  
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**RESTATED ARTICLES OF INCORPORATION  
OF  
CHARITY CAIN & ASSOCIATES, INC.**

Charity Cain & Associates, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

The name of the Corporation is Charity Cain & Associates, Inc. The original Articles of Incorporation of Charity Cain & Associates, Inc. were filed with the Secretary of State of the State of Florida on April 3, 2003, with an effective date of March 31, 2003.

These Restated Articles of Incorporation were duly adopted and approved by a majority of the stockholders of the Corporation by Written Consent as provided in the general corporation law of the State of Florida, and these Restated Articles of Incorporation restate, integrate, and further amend the provisions of the Articles of Incorporation of the Corporation.

THE TEXT OF THE RESTATED ARTICLES OF INCORPORATION IS HEREBY RESTATED AND FURTHER AMENDED TO READ IN ITS ENTIRETY AS FOLLOWS:

FIRST:           The name of the corporation is Charity Cain & Associates, Inc. (the "Corporation").

SECOND:       The location of the Registered Office of this Corporation in the State of Florida is at 2240 S. McCall Road, Englewood, FL 34224. The name and address of its Registered Agent in the State of Florida is Charity Cain, 2240 S. McCall Road, Englewood, FL 34224.

THIRD:         The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the general corporation law of the State of Florida.

FOURTH:       The total number of shares of capital stock which the Corporation shall have authority to issue is ten thousand (10,000) shares of voting common stock, having a par value of One Cent (\$0.01) per share (hereinafter referred to as the "Common Stock"). The powers, designations, preferences, and relative, participating, optional, or other special rights (and the qualifications, limitations or restrictions thereof) of the Common Stock are as follows:

Shares of Common Stock of this Corporation may be issued for such consideration and for such corporate purposes as the Board of Directors may from time to time determine by resolution. Each share of issued capital stock of this Corporation shall bear such transfer restrictions as may be set forth in the Bylaws of this Corporation or in any agreement

entered into by this Corporation and its stockholders. Each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such holder of record on the books of the Corporation for all other matters on which stockholders of the Corporation are entitled to vote. The holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in stock, or otherwise.

FIFTH: The name and mailing address of the incorporator is as follows:

Charity Cain, 2240 S. McCall Road, Englewood, FL 34224

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The Board of Directors shall have the power to make, alter, and repeal the Bylaws of the Corporation, subject to the reserved power of the stockholders to make, alter, and repeal the Bylaws.

EIGHTH: Unless otherwise provided in the Bylaws of this Corporation, elections of directors need not be by written ballot.

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

TENTH: Each person who at any time is or shall have been a director or officer of this Corporation, and who is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is, or was, a director or officer of this Corporation or served at the request of this Corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against, and may be advanced, the expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any such action, suit or proceeding to the fullest extent provided the general corporation law of the State of Florida, as the same shall be amended or supplemented from time to time, or any successor statute. The foregoing right of indemnification and advancement shall in no way be exclusive of any rights of indemnification or advancement, or any other rights, to

which such director, officer, employee or agent may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacities and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under of the general corporation law of the State of Florida, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit.

If the general corporation law of the State of Florida hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended general corporation law of the State of Florida at that time in force. Any repeal or modification of this paragraph by the stockholders shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ELEVENTH:

A director may hold any office of profit in this Corporation in conjunction with the office of director, and may enter into contracts or arrangements or have dealings with this Corporation, and shall not be disqualified from the office of director thereby, nor shall he be liable to account to this Corporation for any profit arising out of any such contracts, arrangements or dealings to which he is a party or in which he is interested by reason of his being at the same time a director of this Corporation, regardless of whether he is present at or participates in the meeting of the Board of Directors, or a committee thereof, which authorizes any such contract or transaction, or whether his vote is counted for such purpose, provided that (i) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (iii) the

contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof, or the stockholders.

TWELFTH: Any and all right, title, interest, and claim in or to any dividends declared by this Corporation, whether in cash, stock or otherwise, which are unclaimed by the stockholder entitled thereto for a period of six years after the close of business on the payment date, shall be and is deemed to be extinguished and abandoned, and such unclaimed dividends in the possession of this Corporation, its transfer agents or other agents or depositories shall at such time become the absolute property of this Corporation, free and clear of any and all claims of any person whatsoever.

THIRTEENTH: Whenever the vote of the stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, in lieu of holding a stockholders' meeting, such action may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the actions so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

FOURTEENTH: This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation.

IN WITNESS WHEREOF, Charity Cain & Associates, Inc. has caused these Restated Articles of Incorporation of Charity Cain & Associates, Inc. to be signed by the undersigned authorized officer this 9<sup>th</sup> day of October, 2003.

CHARITY CAIN & ASSOCIATES, INC.

By:

Charity Cain  
Charity Cain  
Secretary