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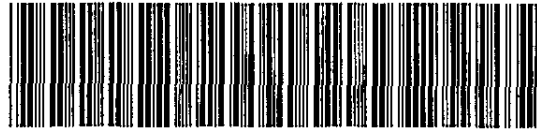
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Amended Rest of Act



BOND, SCHOENECK & KING, P.A.

ATTORNEYS AT LAW ■ FLORIDA KANSAS NEW YORK

JAMES D. DATI
voice mail ext. 5016
jdati@bsk.com

June 15, 2004

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: *Preco Sales and Marketing, Inc.*

Dear Sir/Madam:

Enclosed please find the original Amended and Restated Articles of Incorporation for Preco Sales and Marketing, Inc. together with our check in the amount of \$35.00 representing the fee to file the Amended and Restated Articles. Please proceed to file the Articles of Incorporation. Thank you for your assistance in this matter.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

James D. Dati

JDD/dh
Enclosures

cc: Mr. Daniel S. Pregont

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRECO SALES AND MARKETING, INC.

FILED
04 JUN 16 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation are filed pursuant to F.S. 607.1007; F.S. 607.0120; F.S. 621.13; and F.S. 607.1805.

The name of the for profit corporation is PRECO SALES AND MARKETING, INC.. (the "Corporation"). The Corporation's original Articles of Incorporation (the "Original Articles") were filed with the Florida Department of State on April 15, 2003 and assigned document number P03000042076. These Amended and Restated Articles of Incorporation ("Amended And Restated Articles") contain amendments and restatements to the Original Articles requiring shareholder approval. The shareholders and board of directors of the Corporation adopted and approved these Amended And Restated Articles on May 18, 2004, and the number of votes cast was sufficient for approval.

Pursuant to F.S. 607.1805, the shareholders and directors of the Corporation state that the Corporation, originally organized for profit under Chapter 607 of the laws of the State of Florida, is engaged solely in carrying out professional real estate services, which are of a type provided by a corporation originally organized under Chapter 621 of the laws of the State of Florida. These Amended and Restated Articles of Incorporation are filed, in part, to change the Corporation's corporate nature to that of a professional service corporation, and in so doing comply with Chapter 621 of the laws of the State of Florida.

These Amended And Restated Articles shall become effective upon filing with the Florida Department of State. Upon filing, the Original Articles shall be superseded and these Amended And Restated Articles shall be the articles of incorporation of the Corporation.

The Corporation hereby amends and restates its Original Articles as follows:

ARTICLE I. NAME

The name of this Corporation shall be DANIEL S. PREGONT, P.A..

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation is 3611 Sanctuary Lakes Drive, Bonita Springs, Florida 34134. The mailing address of the Corporation is 3611 Sanctuary Lakes Drive, Bonita Springs, Florida 34134.

ARTICLE III. PURPOSE

The purposes for which this Corporation is organized are the following:

1. To render professional real estate services.
2. To do such other things as are incidental to rendering professional real estate services, or necessary or desirable in order to accomplish such purposes.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The registered office of the Corporation is 3611 Sanctuary Lakes Drive, Bonita Springs, Florida 34134. The name of the registered agent at that office is DANIEL S. PREGONT.

ARTICLE V. DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors of two members. The method of election of Directors is stated in the Amended and Restated By-laws of the Corporation.

ARTICLE VI. PERPETUAL EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. AUTHORIZED SHARES

The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of voting common stock. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VIII. LIMITATION ON ISSUANCE AND TRANSFER OF OWNERSHIP

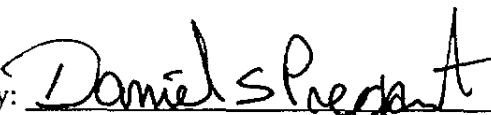
No shares of the Corporation shall be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional real estate services. No shareholder may sell or transfer his or her shares in the Corporation, except to another professional corporation, professional limited liability company, or individual who is eligible to be a shareholder pursuant to Chapter 621 of the laws of the State of Florida.

ARTICLE IX. AMENDMENT

These Amended and Restated Articles may be amended or restated by the affirmative vote or consent of all shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Amended And Restated Articles on this 18th day of May, 2004.


PRECO SALES AND MARKETING, INC..

By: 
Daniel S. Pregont, President and Director

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Daniel S. Pregont, P.A., which is contained in the foregoing Amended and Restated Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated as of the 18th day of May, 2004.


Daniel S. Pregont
Registered Agent