

P04000021154

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.

((H07000041138 3))



H070000411383ABCY

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 : INTREPID REGISTERED AGENT SERVICES, LLC
Account Number : I20060000142
Phone : (904)301-1269
Fax Number : (904)301-1279

COR AMND/RESTATE/CORRECT OR O/D RESIGN

SKILES ENGINEERING, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 FEB 21 AM 9:28

RECEIVED
FEB 21 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu Corporate Filing Menu Help

Ps 2/20/07
Amndslat/px
2/14/2007

Feb. 21. 2007 3:46PM

No. 9207 P. 2
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H07000041138 3

2007 FEB 21 AM 9:28

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SKILES ENGINEERING, P.A.**

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of Skiles Engineering, P.A., originally filed on January 28, 2004, are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the professional corporation is Skiles & Davis Engineering, P.A. (the "Corporation").

ARTICLE II - ADDRESS

The street address and mailing address of the principal office of the Corporation is:

1633 San Marco Boulevard, Suite 5
Jacksonville, Florida 32207

ARTICLE III - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective on the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of performing engineering services and all other lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The aggregate number of shares which this Corporation is authorized to issue is 100,000 shares of common stock. Each share shall have a par value of \$0.01.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates One Independent Drive, Suite 1200 as the street address of the Corporation's registered office, and (ii) names Contega Business Services, LLC, as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by:
Contega Business Services, LLC
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

H07000041138 3

H07000041138 3

ARTICLE VII – DIRECTORS

This Corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the director of this Corporation is:

Douglas L. Skiles
1633 San Marco Boulevard, Suite 5
Jacksonville, Florida 32207

Kyle F. Davis
1633 San Marco Boulevard, Suite 5
Jacksonville, Florida 32207

ARTICLE VIII – INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

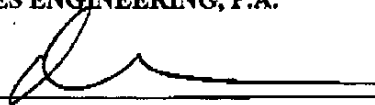
(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

ADOPTION OF AMENDED ARTICLES OF INCORPORATION

The foregoing Amended Articles of Incorporation were adopted and approved by the Corporation's shareholders pursuant to Section 607.1003(6), Florida Statutes, on February 14, 2007. The number of votes cast by each shareholder for the amendments contained in the foregoing Amended Articles of Incorporation was sufficient for approval of the same.

IN WITNESS THEREOF, the undersigned, acting on behalf of the Corporation, has hereunto set his hand and seal this 14th day of February, 2007.

SKILES ENGINEERING, P.A.

By: 
Douglas L. Skiles, President

H07000041138 3

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 607, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: February 14, 2007

CONTEGA BUSINESS SERVICES, LLC

By:  EVP
Gwen Hutcherson Griggs, Executive Vice President