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TIM ROSE GROUP INC.

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Ps 3/30/06
Amend & best

March 30,, 2006

TIM ROSE GROUP INC.
205 N LAURA ST
JACKSONVILLE, FL 32202

SUBJECT: TIM ROSE GROUP INC.
REF: P04000039081

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.

Please correct your document to include the adoption date and shareholder approval at the end of the Amended and Restated Articles rather than in the document itself.

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) 245-6957.

Pamela Smith
Document Specialist

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Mar. 29. 2006 14:21PM 9043586277

THE ROSE AG

No. 6674 P. 2 02/00

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06 MAR 29 PM 1:44

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TIM ROSE GROUP INC.**

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of Tim Rose Group Inc., originally filed on March 3, 2004, are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is Tim Rose Group Inc. (the "Corporation").

ARTICLE II - ADDRESS

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

221 N. Hogan Street, #274
Jacksonville, Florida 32202

ARTICLE III - DURATION AND EXISTENCE: EFFECTIVE DATE

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective on March 29, 2006, 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 all 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 1,000 shares of common stock. Each share shall have a par value of \$1.00.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (ii) names Intrepid Registered Agent Services, LLC as the Corporation's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) director which shall comprise the board of directors (the "Board"). 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:

Timothy L. Rose
221 N. Hogan Street, #274
Jacksonville, Florida 32202

ARTICLE VIII - SHAREHOLDER RIGHTS

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE IX - SHAREHOLDER APPROVAL

These Amended and Restated Articles of Incorporation contain an amendment which was approved by the sole shareholder on March 24, 2006.

ARTICLE X - INDEMNIFICATION

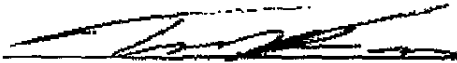
(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director 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.

IN WITNESS THEREOF, the undersigned, acting on behalf of the Corporation and being the sole shareholder of the Corporation, has hereto set his hand and seal this 29th day of March 2006.

TIM ROSE GROUP INC.

By: 

Timothy L. Rose, President and Sole Shareholder

Approved by the Board:

By: 
Timothy L. Rose, Sole Director

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 Amended and Restated Articles of Incorporation, 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: March 29, 2006

INTREPID REGISTERED AGENT SERVICES, LLC

By: 
Gwen Hutcherson Griggs, Executive Vice President