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## FELIX M. ADAMS Attorney at Law

138 Bushnell Plaza Suite 201 Bushnell, Florida 33513 Telephone (352)793-6900 Facsimile (352)793-6990

July 22, 2004

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re:

Articles of Restatement and Amendment

of Wynn Dirt Works, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of Restatement and Amendment of the Articles of Incorporation of Wynn Dirt Works, Inc., certification regarding shareholder approval and statement of change of registered agent. I have also enclosed a check for \$122.50 representing the following fees:

Change of Registered Agent	\$ 35.00
Filing Fee for Restatement	\$ 35.00
Filing Fee for Amendment	\$ 35.00
Certificate of Status	\$ 8.75
Certified Copy	<b>\$ 8.75</b>
	\$122.50

Your prompt filing of the enclosed documents will be appreciated. Please return all correspondence concerning this matter and the certified copy of the Restatement and Amendment along with the certificate of status to my attention at the above address.

If additional information is necessary, I may be reached at the above phone number between 9:00 a.m. and 5:00 p.m., Monday through Friday.

Sincerely,

Felix M. Adams

Enc.

## RESTATEMENT AND AMENDMENTJUL 29 PH 1: 48

## THE ARTICLES OF INCORPORATION OF WYNN DIRT WORKS, INC.

#### ARTICLE I CORPORATE NAME

The name of this corporation is Wynn Dirt Works, Inc.

## ARTICLE II ADDRESS OF PRINCIPAL OFFICE

The address of the principal office and place of business of this corporation shall be 123 CR 532-C, Bushnell, Florida 33513, and the mailing address of the corporation shall be 123 CR 532-C, Bushnell, Florida 33513.

## ARTICLE III NATURE OF BUSINESS AND POWERS

The nature of the business to be transacted by this Corporation is to engage in any and all lawful business permitted under the laws of the United States, the State of Florida, or any other state.

### ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is **1500 shares of common stock** having a par value of \$1.00 per share.

## ARTICLE V RESTRICTION ON STOCK TRANSFER

No transfer or sale of any share or shares of this Corporation's stock shall be valid, until sixty (60) days after the Corporation, through its Secretary, shall have received written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During such sixty (60) day notice period, the Corporation shall have the option to buy, at the price agreed upon by the seller and proposed buyer, such shares of stock. Should the Corporation deem it undesirable to purchase such shares of stock, for any reason, any existing shareholder shall have the option, for an additional thirty (30) days, to purchase the shares at the price agreed upon by the seller and the proposed buyer. If such options are not exercised within the time herein specified, a sale of the stock to a third

person may be consummated and such sale shall be valid.

#### ARTICLE VI TERM OF EXISTENCE

This Corporation shall have perpetual existence.

## ARTICLE VII INITIAL DIRECTOR

The name and address of the initial director of this Corporation is:

Daniel E. Wynn 123 County Road 532-C Bushnell, Florida 33513

THE NAME, ADDRESS, AND TITLE OF THE PERSON executing this Restatement and Amendment to the Articles of Incorporation of Wynn Dirt Works, Inc. is Daniel E. Wynn, 123 CR 532-C, Bushnell, Florida 33513, as the sole Director of the Corporation.

IN WITNESS WHEREOF, the undersigned, has executed the foregoing Restatement and Amendment to the Articles of Incorporation of Wynn Dirt Works, Inc. this 2 day of July, 2004.

Daniel E. Wynn, as Sole Director of Wynn Dirt Works, Inc.

### STATE OF FLORIDA COUNTY OF SUMTER

The foregoing instrument was acknowledged before me this 22 day of July, 2004, by Daniel E. Wynn, as the sole Director of Wynn Dirt Works, Inc., a Florida corporation, on behalf of the Corporation. Daniel E. Wynn is personally known to me or has produced as identification

My Commission Expires:

FELIX M. ADAMS

MY COMMISSION # DD 168672

EXPIRES: December 2, 2006

1-00-3-NOTARY FL Notary Service & Bonding, Inc.

### CERTIFICATION

## THAT SHAREHOLDER APPROVAL IS NOT REQUIRED FOR RESTATEMENT AND AMENDMENT OF THE ARTICLES OF INCORPORATION OF WYNN DIRT WORKS, INC.

THE UNDERSIGNED, Daniel E. Wynn, being the sole and only Director of Wynn Dirt Works, Inc. does hereby certify to the Florida Department of State, pursuant to Section 607.1007, Florida Statues, as follows:

- Shareholder approval is not required for the restatement and amendment of the articles of incorporation of Wynn Dirt Works, Inc.
- As of the date of this Certification, there are no stockholders, of any class, of Wynn Dirt Works, Inc.
  - 3. No shares of stock of Wynn Dirt Works, Inc. have been issued.
- Pursuant to Section 607.1005, Florida Statutes, the undersigned, being the sole and only Director of Wynn Dirt Works, Inc., hereby adopts and approves the RESTATEMENT AND AMENDMENT OF THE ARTICLES OF INCORPORATION OF WYNN DIRT WORKS, INC., a copy of which is attached hereto and incorporative herein by reference.
- 5. The undersigned understands the representations made in this Certification and intends that the Florida Department of State rely upon such representations.

Dated: July 22. 2004.

Daniel E. Wynn, as sole and only Di

of Wynn Dirt Works, Inc.

#### STATE OF FLORIDA **COUNTY OF SUMTER**

The foregoing instrument was acknowledged before me this **22** day of July, 2004, by Daniel E. Wynn, as the sole Director of Wynn Dirt Works, Inc., a Florida corporation, on behalf of the Corporation. Daniel E. Wynn is personally known to me or has produced

W500-165-57-862-0

as identification

My Commission Expires:

FELIX M. ADAMS MY COMMISSION # DD 168672 EXPIRES: December 2, 2008 1-800-3-NOTARY FL Notary Service & Bonding, Inc.

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