

May. 5. 2008 9:07AM

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**JAX DREAM HOMES, P.A.**

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*Amended & Restated*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JAX DREAM HOMES, P.A.**

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of Jax Dream Homes, P.A., originally filed on December 15, 2004, with an effective date of January 1, 2005, are amended and restated in their entirety to read as follows:

**ARTICLE I - NAME**

The name of the corporation is Richard Stephen Joseph Zeisel, P.A. (the "Corporation").

**ARTICLE II - ADDRESS**

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

2175 Harbor Lake Drive  
Orange Park, Florida 32003

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of providing commercial and residential real estate broker services and any all other lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - 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 V - AUTHORIZED SHARES**

The maximum number of shares the Corporation is authorized to issue is one thousand (1,000) shares of common stock.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The Corporation hereby (i) designates 554 Lomax Street, Jacksonville, Florida 32204 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:  
Driver, McAfee, Griggs & Peek, P.L.  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

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ARTICLE VII - OFFICERS

This Corporation shall have two (2) officers. The names and addresses of the officers of this Corporation are:

Richard Zeisel                      President  
2175 Harbor Lake Drive  
Orange Park, Florida 32003

Shelly Zeisel                      Vice President  
2175 Harbor Lake Drive  
Orange Park, Florida 32003

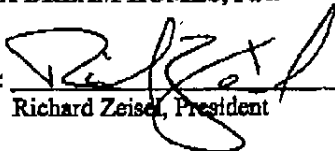
ARTICLE VIII - INDEMNIFICATION

(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.

IN WITNESS WHEREOF, the undersigned President of this Corporation has hereunto set his hand and seal this 2<sup>nd</sup> day of May, 2008.

JAX DREAM HOMES, P.A.

By:   
Richard Zeisel, President

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**ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION**

The foregoing Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Corporation's shareholders pursuant to Section 607.1003, Florida Statutes, on May 2, 2008. The number of votes cast by the shareholders for the amendments contained in the foregoing Amended and Restated Articles of Incorporation were sufficient for approval of the same.

  
Richard Zeisel, Shareholder

**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: May 2, 2008

**CONTEGA BUSINESS SERVICES, LLC**

By:   
Matthew S. McAfee, Executive Vice President