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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 MAY 13 PM 2:45

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*Andrikato 5-13-05*

LAW OFFICES OF  
**JEFF TOMBERG, J.D., P.A.,**  
P.O. Box 1426  
626 S.E. 4th Street  
Boynton Beach, Florida 33435

Jeff Tomberg  
Board Certified Civil  
Trial Lawyer

April 21, 2005

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: PRECISION SIGNALIZATION, INC.

Gentlemen:

Enclosed is our check in the amount of \$35.00. Please file the attached Amended and Restated Articles of Incorporation of PRECISION SIGNALIZATION, INC., and return a copy of the Articles to this office when filed.

Thank you.

Very truly yours,

  
JEFF TOMBERG

JeT/ah

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

of

PRECISION SIGNALIZATION, INC.

In accordance with Section 607.1007 of the Florida Statutes, the Articles of Incorporation of PRECISION SIGNALIZATION, INC., a Florida corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles") to read in their entirety as follows:

Article I -- Name

The name of this corporation is PRECISION SIGNALIZATION, INC.

Article II -- Duration

This corporation shall exist for a perpetual period of time.

Article III -- Purpose

This corporation is organized for the purpose of installing and maintaining traffic control devices, signals and street lighting, and transacting any and all business which may be permitted under the laws of the State of Florida, and approved by the Board of Directors.

Article IV -- Capital Stock

This corporation is authorized to issue 10,000 shares of common stock at one (\$0.01) cent par value.

Article V -- Capital Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### Article VI -- Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### Article VII -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 14832 22nd Rd. North, Loxahatchee, FL 33470. The name of the initial registered agent of this corporation at that address is D. TRAVIS STARKE.

#### Article VIII -- Principal Place of Business

The initial principal place of business is 14832 22nd Rd. North, Loxahatchee, FL 33470. The mailing address is the same.

#### Article IX -- Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial director of this corporation is as follows:

D. TRAVIS STARKE  
14832 22nd Rd. North  
Loxahatchee, FL 33470

#### Article X -- Incorporator

The name and address of the person signing these articles is:

D. TRAVIS STARKE  
14832 22nd Rd. North  
Loxahatchee, FL 33470

Article XI -- Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Board of Directors.

Article XII -- Amendment to Articles

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

Article XII -- Indemnification

The corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

The foregoing Amended and Restated Articles were adopted by means of a joint unanimous written consent of the Shareholders and Board of Directors of the corporation dated Dale Travis Starke, in accordance with the terms of Sections 607.0821 and 607.0704, Florida Statutes.

(seal)

Attest: \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF PALM BEACH

PRECISION SIGNALIZATION, INC.

BY: \_\_\_\_\_

D. TRAVIS STARKE, President

BEFORE ME, the undersigned authority, duly licensed to administer oaths and take acknowledgements, personally appeared **D. TRAVIS STARKE**, President of PRECISION SIGNALIZATION, INC., who

\_\_\_\_\_ is personally known to me

✓ produced FL D/L S362-178-76-<sup>067-0</sup> as identification

who after being duly sworn, on oath deposes and says that he has read the foregoing, and the facts contained therein are true to the best of his knowledge.

SWORN TO and subscribed before me this 10<sup>th</sup> day of <sup>May</sup>~~April~~, 2005.

Adele Holcomb

NOTARY PUBLIC, State of Florida

My Commission expires:



Adele Holcomb  
Commission # DD 038473  
Expires August 12, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

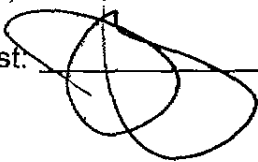
CERTIFICATE TO AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PRECISION SIGNALIZATION, INC.

The undersigned, D. TRAVIS STARKE, President of PRECISION  
SIGNALIZATION, INC., a Florida corporation (the "Corporation"), does hereby certify as  
follows:

1. In accordance with Section 607.1003, Florida Statutes, the Board of Directors of the Corporation recommended, by written consent on Dale Travis Starke, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto, and that the shareholder(s) of the Corporation approve same. The shareholder(s) approved the amendment and restatement of the Articles of Incorporation at a meeting held Dale Travis Starke, the number of votes cast for the amendment being sufficient for such approval in accordance with Sections 607.1003 and 607.100, Florida Statutes.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

(seal)

Attest.



PRECISION SIGNALIZATION, INC.



BY: D. TRAVIS STARKE, President

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