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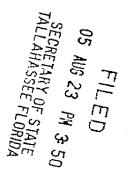
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#### GILES & ROBINSON, P.A.

ATTORNEYS AT LAW

390 N. Orange Avenue Suite 2180 Orlando, Florida 32801

Telephone: (407) 425-3591 Facsimile: (407) 841-8171 E-Mail: <u>jireid@cfl.rr.com</u> Direct Line: (407) 926-7487

August 19, 2005

Corporate Records Bureau Division of Corporations Department of State 409 East Gains Street Tallahassee, Florida 32399

Re: J.H. Roemer Construction Company

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Amendment for the above-mentioned entity along with our firm's check in the amount of \$35.00 for the following:

<u>Item</u>	Amount			
Amendment to record		<u>\$35.00</u>	·	_
TOTAL		\$35.00		-

Thank you for your assistance in this matter. If you have any questions, please contact me.

Sincerely,

John J. Reid

JJR/klr enclosures

#### AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

#### J.H. ROEMER CONSTRUCTION COMPANY

The undersigned incorporator makes and files with the Department of State of the Size of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

## ARTICLE Name

The name of this corporation is: J.H. ROEMER CONSTRUCTION COMPANY.

#### ARTICLE II Principal Office/Mailing Address

The principal office and mailing address of the corporation shall 1432 Dauphin Lane, Orlando, Florida 32803, until such time as the corporation notifies the Department of State of the State of Florida of any change.

## ARTICLE III Term of Existence

This corporation shall commence as of filing by the Secretary of State and shall have perpetual existence.

# ARTICLE IV Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

## ARTICLE V Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

#### ARTICLE VI Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be John Roemer. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 1432 Dauphin Lane, Orlando, Florida 32803.

## ARTICLE VII Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

#### ARTICLE VIII Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successor is elected and qualified, or until his resignation, removal from office or death:

<u>Name</u> <u>Address</u>

Jon Roemer 1432 Dauphin Lane
Orlando, Florida 32803

#### ARTICLE IX Incorporator

The name and street address of the incorporator is:

Name Address

John J. Reid 390 N. Orange Avenue, Ste. 2180 Orlando, Florida 32801

#### ARTICLE X Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

#### ARTICLE XI Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

# ARTICLE XII Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator executed these Articles of Incorporation this

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Ohn J. Reid, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That J.H Roemer Construction Company, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, State of Florida, has named Jon Roemer, located at 1432 Dauphin Lane, City of Orlando, State of Florida, as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the registered agent are identical.

Incorporator

Dated:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent

Dated: <u>6-16-05</u>