

P05000109342

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000223461 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : DRIVER, MCAFEE & GRIGGS, P.L.
Account Number : I20020000137
Phone : (904) 301-1269
Fax Number : (904) 301-1279

BASIC AMENDMENT

STERLING POLITICAL STRATEGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

FILED
05 SEP 27 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

Amended
Registered

Sep..27. 2005 4:34PM

H05000223461 3

No. 4987 8 2
05 SEP 27 AM 9:39
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STERLING POLITICAL STRATEGIES, INC.**

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of Sterling Political Strategies, Inc., originally filed on August 5, 2005, are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is Johnston Political Strategies, Inc. (the "Corporation").

ARTICLE II - ADDRESS

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

4600 Touchton Road, Building 100, Suite 150
Jacksonville, Florida 32257

ARTICLE III - 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 IV - PURPOSE

The Corporation is organized for the purpose of performing 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 100,000 shares of common stock. Each share shall have a par value of \$0.10.

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.

Prepared by:
Driver, McAfee & Griggs, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

H05000223461 3

H05000223461 3

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) director. 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:

Joseph E. Johnston
4600 Touchton Road, Building 100, Suite 150
Jacksonville, Florida 32257

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 - 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.

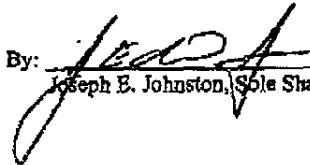
Sep..27. 2005 4:34PM

No. 4987 P. 4

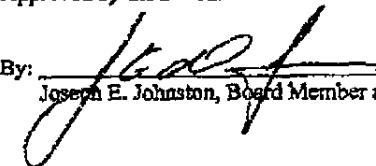
H05000223461 3

IN WITNESS THEREOF, the undersigned, acting on behalf of the Corporation and being the sole shareholder of the Corporation, has hereunto set his hand and seal this 23rd day of September 2005.

STERLING POLITICAL STRATEGIES, INC.

By: 
Joseph E. Johnston, Sole Shareholder

Approved by the Board:

By: 
Joseph E. Johnston, Board Member and President

H05000223461 3

3

Sep. 27. 2005 4:35PM

No. 4987 P. 5

H05000223461 3

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 Articles of Organization, 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: September 23, 2005

INTREPID REGISTERED AGENT SERVICES, LLC

By: Gwen Hutcherson Griggs
Gwen Hutcherson Griggs, Executive Vice President

Prepared by:
Driver, McAfee & Griggs, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

H05000223461 3