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KEENAN, WYLE & BELLAMY SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KEENAN, WYLE & BELLAMY SERVICES, INC.**

ARTICLE I

The name of the corporation shall be Keenan, Wyle & Bellamy Services, Inc. (the "Corporation").

ARTICLE II

The street address of the initial principal office of the Corporation is 1701 Sunset Avenue, Suite 208 Rocky Mount, NC 27804.

ARTICLE III

The purpose for which the Corporation is organized is to engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county or territory. The Corporation may conduct its business anywhere within the states of the United States or in any foreign country, without in any way limiting the foregoing powers. It is hereby provided that the Corporation shall have the power to do any and all acts and things that may be reasonably necessary or appropriate to accomplish any of the foregoing purposes for which the Corporation is formed.

ARTICLE IV

(a) *Authorized Shares.* The aggregate number of shares that the Corporation will have authority to issue is One Hundred Million (100,000,000), of which Ninety Million (90,000,000) shares will be Common Stock, with a par value of \$0.0001 per share, and Ten Million (10,000,000) shares will be blank check preferred stock, with a par value of \$0.0001 per share.

(b) *Blank Check Preferred Stock.* The Board of Directors is authorized, subject to limitations prescribed in this Article IV, to provide for the issuance of the shares of blank check Preferred Stock in series, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof. The authority of the Board of Directors with respect to each series will include but not be limited to, the rights to determine the following:

(i) The number of shares constituting that series and the distinctive designation of that series, which may be a distinguishing number, letter or title;

(ii) The dividend rate on the shares of that series, whether dividends will be cumulative, and if so, from which date(s), and the relative rights of priority, if any, of payment of dividends on shares of that series;

(iii) Whether that series will have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(iv) Whether that series will have conversion privileges and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;

(v) Whether or not the shares of that series will be redeemable and, if so, the terms and conditions of such redemption, including the date or date upon or after which they are redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that series will have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(viii) Any other relative rights, preferences and limitations of that series.

Each series of serial preferred stock, in preference to the Common Stock, will be entitled to dividends from funds or other assets legally available therefore, at such rates, payable at such times and cumulative to the extent as may be fixed by the Board of Directors of the Corporation pursuant to the authority herein conferred upon it. In the event of dissolution or liquidation of the Corporation, voluntary or involuntary, the holders of serial preferred stock, in preference to the Common Stock, will be entitled to receive such amount or amounts as may be fixed by the Board of Directors of the Corporation pursuant to the authority herein conferred upon it. Preference stock of any series redeemed, converted, exchanged, purchased or otherwise acquired by the Corporation shall be canceled by the Corporation and returned to the status of authorized but unissued preference stock. All shares of any series of serial preferred stock, as between themselves, shall rank equally and be identical; and all series of serial preferred stock, as between themselves, shall rank equally and be identical, except as set forth in resolutions of the Board of Directors authorizing the issuance of the series.

ARTICLE V

The governing Board shall be known as the Board of Directors. The number of Directors of the Corporation shall be fixed by the Bylaws of the Corporation. The initial Board of Directors consisted of the following individuals, who will serve until their successors are elected and duly qualified:

<u>Name</u>	<u>Address</u>
Stephen T. Keenan	57 Mockingbird Lane Rocky Mount, NC 27804
Revel Bellamy	1620 Walden Pond Lane Waxhaw, NC 28172
J. John Wortman	91 San Juan Drive, Unit C2 Ponte Vedra Beach, FL 32082
Robert S. Parsons	10491 Courtney Dr. Fairfax, VA 22030

ARTICLE VI

The name and street address of the registered agent for the Corporation shall be J. John Wortman, 200 Executive Way Suite 210, Ponte Vedra Beach, FL 32082

ARTICLE VII

The name and address of the incorporator is:

Stephen T. Keenan
57 Mockingbird Lane
Rocky Mount, NC 27804

ARTICLE VIII

To the fullest extent permitted by Chapter 607 of the Florida Statutes as the same exists or may hereafter be amended, the Corporation shall indemnify officers and directors of the Corporation and officers and directors of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages due to breach of fiduciary duty as such officer or director.

[Signature on Following Page]

The Amended and Restated Articles of Incorporation was approved by the Board of Directors on September 13, 2006 and is adopted pursuant to Section 607.1005 of the Florida Statutes as no shares of the Corporation have been issued as of the date hereof.

Dated: September 13, 2006.

KRENAN, WYLE & BELLAMY SERVICES, INC.

By: 
Stephen T. Krenan, Director

Certificate

The Amended and Restated Articles of Incorporation (the "Articles") filed concurrently herewith were adopted as of September 13, 2006 by the Board of Directors of Keenan Wyle & Bellamy Services, Inc. (the "Company") and pursuant to Section 607.1005 of the Florida Statutes no shareholder approval of the Articles is required as no shares of the Company have been issued as of the date hereof.

Dated: September 13, 2006

KEENAN, WYLE & BELLAMY SERVICES, INC.

By: 
Stephen T. Keenan, Director