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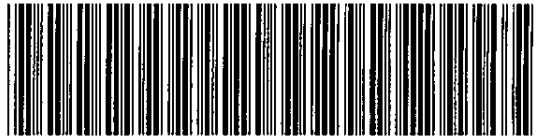
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*Amend & Restate  
Articles*  
*[Signature]*

2007 NOV 2 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**WARREN W. DILL**

Also admitted in  
Wyoming  
Nebraska

**DILL & EVANS, P.L.**

ATTORNEYS AT LAW  
1565 US Highway 1  
Sebastian, Florida 32958

**JOHN G. EVANS**

Also Admitted in  
California

**MICHELLE D. NAPIER**

October 29, 2007

Department of State  
Division of Corporations  
New Filing Section  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE COMPLETE  
MANAGEMENT COMPANY, INC.  
OUR MATTER NO. 07-191**

Gentlemen:

I have enclosed duplicate originals of the Amended and Restated Articles of Incorporation for The Complete Management Company, Inc., along with our check in the amount of \$35.00, for the filing fee.

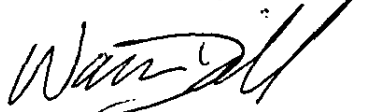
If you find the Articles acceptable, please file one set and stamp and send one set of the Articles back to me at the following address:

**DILL & EVANS, P.L.  
Attn: Peggy  
1565 US Highway 1  
Sebastian, Florida 32958**

Thanking you in advance for your assistance, I remain,

Very truly yours,

DILL & EVANS, P.L.



WARREN W. DILL, ESQ.

WWD/pjs  
*Enclosure(s) as Noted*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE COMPLETE MANAGEMENT COMPANY, INC.**

**FILED**  
2007 NOV 22 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation shall be: THE COMPLETE MANAGEMENT COMPANY, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of this Corporation shall be 7085 53rd Street, Vero Beach, Florida 32967 and its mailing address shall be 7085 53rd Street, Vero Beach, Florida 32967.

**ARTICLE III - NATURE OF BUSINESS**

The purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

## **ARTICLE VI - DIRECTORS**

The number of Directors constituting the Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the Director of the Corporation is as follows:

### **NAME**

### **ADDRESS**

Garett P. Guidroz

7085 53rd Street, Vero Beach, Florida 32958

## **ARTICLE VII - TRANSACTIONS BETWEEN PARTIES**

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association, or entity, in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorized, approves, or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

B. The fact of such relationship or interest is disclosed or made known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction.

## **ARTICLE VIII - CUMULATIVE VOTING**

The principal of cumulative voting shall apply in all elections of Directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he may see fit. Each shareholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of Directors, but no ballot shall be valid if the total number of votes shown thereon is in excess of the total

number of votes to which a shareholder casting such ballot is entitled.

At any such election the candidates receiving the highest number of votes, up to the number of Directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

#### **ARTICLE IX - RESTRICTIONS ON TRANSFER OF CAPITAL STOCK**

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

#### **ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

\*\*\*\*\*

These Amended and Restated Articles of Incorporation include amendments to the Articles of Incorporation of the Corporation which require the approval of the Corporation's Shareholders.

These Amended and Restated Articles of Incorporation were duly adopted by a unanimous vote of all Shareholders and Directors of the Corporation at a Special Meeting held on the 30th day of October, 2007, and the number of votes cast for the amendment by the Shareholders and Directors was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned have executed these Amended and Restated Articles of Incorporation on behalf of the Corporation this 30th day of October, 2007.

THE COMPLETE MANAGEMENT COMPANY, INC.

  
GARETT P. GUIDROZ, President and Director

ATTEST:

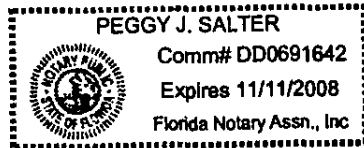
  
GARETT P. GUIDROZ, Secretary


[SEAL]

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 2007 by  
GARETT P. GUIDROZ, as President, Director and Secretary of THE COMPLETE MANAGEMENT  
COMPANY, INC., who [ ☒ ] is personally known to me or [     ] has produced  
\_\_\_\_\_ issued by the State of \_\_\_\_\_ as identification.

(Notary Seal)



  
\_\_\_\_\_  
Notary Public  
Printed Name: \_\_\_\_\_