

**P06000081073**

Florida Department of State  
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**ETHOS INVESTIGATIVE SERVICES, INC.**

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February 27, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ETHOS INVESTIGATIVE SERVICES, INC.

PO BOX 55246

SAINT PETERSBURG, FL 33732US

SUBJECT: ETHOS INVESTIGATIVE SERVICES, INC.

REF: P06000081073

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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Annette Ramsey  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**ETHOS INVESTIGATIVE SERVICES, INC.**

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation is ETHOS INVESTIGATIVE SERVICES, INC., and its principal office or mailing address is 33 6<sup>th</sup> Street South, #400, St. Petersburg, Florida 33701.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

**ARTICLE 3: PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 33 6<sup>th</sup> Street South, #400, St. Petersburg, Florida 33701, and the name of the initial registered agent is Edward J. Cotilla.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have two directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

**NAME**

**ADDRESS**

Edward J. Cotilla  
Martin T. Petrie

33 6<sup>th</sup> Street South, #400, St. Petersburg, Florida 33701  
33 6<sup>th</sup> Street South, #400, St. Petersburg, Florida 33701

Prepared by:  
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100 Second Avenue South  
St. Petersburg, Florida 33701  
(727) 822-2033

H09000045635 3

EXHIBIT "A"

ARTICLE 7: INCORPORATOR

H09000045635 3

The name and address of the incorporator signing these Articles is:

NAME

ADDRESS

Edward J. Cotilla

33 6<sup>th</sup> Street South, #400, St. Petersburg, Florida 33701

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 26 day of February, 2009.

  
Edward J. Cotilla

"Incorporator"

H09000045635 3

H09000045635 3

**ARTICLES OF AMENDMENT  
OF  
ETHOS INVESTIGATIVE SERVICES, INC.**

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Articles, hereby adopts the following Articles of Amendment:

1. Name. The name of the corporation is: ETHOS INVESTIGATIVE SERVICES, INC. (the "Corporation").

2. Amendment. The Corporation's Articles of Incorporation are hereby amended and restated (the "Amended and Restated Articles of Incorporation") in their entirety so as to read, after Amendment, as follows:

SEE EXHIBIT "A" ATTACHED

3. Adoption. The Amendment has been adopted pursuant to consent of all of the Directors and all of the Shareholders of the Corporation given at a Special Meeting of Shareholders and Directors of the Corporation held on the 26th day of February, 2009, pursuant to Section 607.1003, Florida Statutes.

5. Effective Date. The Amendment shall become effective upon filing with the Florida Secretary of State.

5. Voting. The Amendment has been approved by the Shareholders entitled to vote on the Amendment, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 26<sup>th</sup> day of February, 2009.

ETHOS INVESTIGATIVE SERVICES, INC.

By: 

Edward J. Coffey, as its President