

P07000025433

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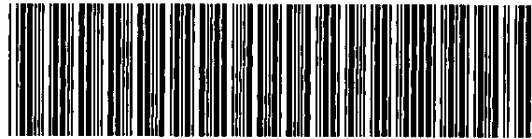
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MILLER, SOUTH & MILHAUSEN, P.A.  
ATTORNEYS AT LAW

GATEWAY CENTER  
1000 LEGION PLACE, SUITE 1200  
ORLANDO, FLORIDA 32801

RICHARD D. BAXTER  
TERESA EYERMAN  
D. BRADLEY HESTER  
SHERRY LAMBSON-EISELE  
JEFFREY P. MILHAUSEN  
J. GARY MILLER  
SCOTT R. ROST \*  
ANGELA D. SHAW  
ADRIANA G. SHIMEALL  
D. SCOTT SOUTH  
I. TODD SOUTH

TELEPHONE:  
(407) 539-1638  
FACSIMILE:  
(407) 539-2679

\*BOARD CERTIFIED BY  
THE FLORIDA BAR IN  
BUSINESS LITIGATION

March 22, 2007

Registration Section  
Division of Corporations  
Florida Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re: JACAR Enterprises, Inc.

Dear Sir or Madam:

With respect to the referenced Corporation (formed in 2007), enclosed are the following:

1. The original and one copy of the Amended and Restated Articles of Incorporation of JACAR Enterprises, Inc. together with the Statement of Change of Registered Office and Registered Agent attached thereto.
2. A check for the \$70.00 fees (\$35.00 filing fee and \$35 Registered Agent Fee.

Please return the copy with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,



Richard D. Baxter, Esq.

RDB/mo  
Enclosures

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**JACAR ENTERPRISES, INC.**

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TALLAHASSEE, FLORIDA

**FIRST:** The name of the Corporation is Jacar Enterprises, Inc. (the "Corporation"); the date of filing of its Articles of Incorporation was February 26, 2007; and its Document Number is P07000025433.

**SECOND:** Pursuant to Section 607.1007 of the Florida Statutes, the Corporation hereby amends and restates its Articles of Incorporation and hereby sets forth the following Amended and Restated Articles of Incorporation which were duly adopted by its sole Director and Shareholder, Jason Carey, pursuant to Section 607.1003 of the Florida Statutes on March 15, 2007 and which have been duly executed and are being filed in accordance with the provisions of said Section 607.1007:

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be:

Jacar Enterprises, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office this Corporation is: 2403 Lauderdale Court, Orlando, Florida 32805. The mailing address of the Corporation is P.O. Box 141603, Orlando, Florida 32814.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be twenty thousand (20,000) shares of common stock having a par value of one (\$0.01) cent per share, ten thousand (10,000) shares of which shall be non-voting stock without voting rights, but all of which shares shall otherwise have equal rights, including equal rights with respect to distributions and allocations. The Board of Directors of the Corporation shall have the authority to determine the preferences, limitations and relative rights of any class of shares or series within a class as provided by Section 607.0602 of the Florida Statutes, subject to the restrictions and limitations described therein, but in no event shall the Board of Directors take any action pursuant to such authority that would terminate the Corporation's Subchapter S election for tax purposes, if any, unless a decision to terminate such election shall have been made.

**ARTICLE V**  
**TERM OF EXISTENCE**

The term of existence of this Corporation commenced on February 26, 2007. This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The address of the Registered Office of this Corporation is Gateway Center, 1000 Legion Place, Suite 1200, Orlando, FL 32801. The name of the Registered Agent of this Corporation at that address is Miller, South & Milhausen, P.A., c/o Richard D. Baxter, Esq.

**ARTICLE VII**  
**BOARD OF DIRECTORS AND OFFICERS**

The business of this Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

Jason Carey

2403 Lauderdale Court  
Orlando, Florida 32805

The President, Secretary and Treasurer of the Corporation is Jason Carey, whose address is 2403 Lauderdale Court, Orlando, Florida 32805.

The member(s) of the Board of Directors and the said President, Vice President, Secretary and Treasurer shall hold office until his successor is elected and qualified in

accordance with or as otherwise provided by the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

#### **ARTICLE VIII** **INCORPORATOR**

The name and street address of the Incorporator of the Corporation is:

Elsie Sanchez

1840 Southwest 22 Street, 4th Floor  
Miami, Florida 33145

#### **ARTICLE IX** **INDEMNIFICATION**

This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, the provisions of Section 607.0850 of the Florida Statutes.

**IN WITNESS WHEREOF**, I, the undersigned officer and Director of the Corporation have executed these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on this 16th day of March, 2007. I do further certify that the foregoing Amended and Restated Articles of Incorporation required shareholder approval and were duly approved and adopted by the sole Director and Shareholder of the Corporation, Jason Carey, pursuant to Section 607.1003 of the Florida Statutes, on March 16, 2007

  
\_\_\_\_\_  
Jason Carey, Director and President