

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

Name	3/26/97
Availability	Now
Done	Now
Est.	Now
W.P. Ventyer	Now
Acknowledge	Now
W.P. Ventyer	Now

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY AMP \_\_\_\_\_

WALK-IN Will Pick Up 3/26 1100

RE: The Spear Group, Inc.

C.C. FEE. DISBURSED  
 Capital Express<sup>SM</sup> \_\_\_\_\_  
 Art. of Inc. File \_\_\_\_\_  
 Corp. Record Search \_\_\_\_\_  
 Ltd. Partnership File \_\_\_\_\_  
 Foreign Corp. File \_\_\_\_\_  
 ( ) Copy(s) \_\_\_\_\_  
 Art. of Amend. File \_\_\_\_\_  
 Dissolution/Withdrawal \_\_\_\_\_  
 C U S \_\_\_\_\_  
 Fictitious Name File \_\_\_\_\_

Name Reservation \_\_\_\_\_  
 Annual Report/Reinstatement \_\_\_\_\_  
 Reg. Agent Service \_\_\_\_\_  
 Document Filing \_\_\_\_\_

Corporate Kit \_\_\_\_\_  
 Vehicle Search \_\_\_\_\_  
 Driving Record \_\_\_\_\_  
 Document Retrieval \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_  
 UCC 11 Search \_\_\_\_\_  
 UCC 11 Retrieval \_\_\_\_\_  
 File No.'s \_\_\_\_\_ Copies \_\_\_\_\_  
 Courier Service \_\_\_\_\_  
 Shipping/Handling \_\_\_\_\_  
 Phone ( ) \_\_\_\_\_  
 Top Priority \_\_\_\_\_  
 Express Mail Prep. \_\_\_\_\_  
 FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

SUBTOTALS \_\_\_\_\_

FEE..... \$ \_\_\_\_\_  
 DISBURSED..... \$ \_\_\_\_\_  
 SURCHARGE..... \$ \_\_\_\_\_  
 TAX on corporate supplies..... \$ \_\_\_\_\_  
 SUBTOTAL..... \$ \_\_\_\_\_  
 PREPAID..... \$ \_\_\_\_\_  
 BALANCE DUE..... \$ \_\_\_\_\_

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE SPEAR GROUP, INC.**  
**F/K/A JILL SPEAR PHYSICAL THERAPY, P.A.**

FILED  
97 MAR 26 RM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006, Florida Statutes, this Florida for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Article III. Purpose - shall be amended as follows:

The general purpose of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

**SECOND:** Article IV. Capital Stock shall be amended as follows:

The total number of shares of capital stock which the corporation shall be authorized to issue is two hundred (200) shares. Such shares shall be of a single class of common stock and shall be at a par value of \$1.00.

**THIRD:** Article V shall be amended as follows:

Duration: The Corporation shall have perpetual existence or until dissolved on a vote of the shareholders as herein provided.

**FOURTH:** Article VI. Principal office shall be amended as follows:

The address of the corporation's principal office is 1336 Cape Coral Parkway, Cape Coral, Florida 33904, and the name of the initial registered agent of the corporation located at such office is Douglas H. Spear. The corporation's address and the registered agent's address are the same.

**FIFTH:** Article VII shall be amended as follows:

Preemptive Rights: Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued, shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

**SIXTH:** Article IX. Directors shall be amended as follows:

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by-Laws adopted by the stockholders, but shall never be less than one or more than seven. The name and address of the initial director of this corporation are:

NAME

ADDRESS

Douglas H. Spear

1336 Cape Coral Parkway  
Cape Coral, Florida 33904

**SEVENTH:** Article XII shall be added as follows:

Officers: The officers of this corporation shall be a President/Vice President, Douglas H. Spear, and such additional officers and agents as may be provided in the By-Laws or designated by the Board of Directors. Directors shall be elected by the shareholders at their annual meeting which will be held at the

registered office of the corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of December of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

**EIGHTH:** Article XIII shall be added as follows:

**Transfer of Shares:** Any shareholder desiring to transfer his shares of stock in this corporation must first offer his shares to the corporation for the same price as being offered to any third party. The corporation shall have twenty (20) days to acknowledge acceptance of said offer. If the corporation should decline to purchase said stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders in a prorata basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

**NINTH:** Article XIV shall be added as follows:

**Amendment:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**TENTH:** Article XV shall be added as follows:

**Indemnification:** The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ELEVENTH:** The acknowledgment of registered agent shall be amended as follows:

Having been named to accept service of process for the above stated corporation, at place designated in this Amendment, I hereby accept to act in this capacity and agree to comply iwth the provision of said Act relative to keeping open said office.

  
DOUGLAS H. SPEAR  
REGISTERED AGENT

**TWELFTH:** The date of this amendment adoption shall be effective immediately.

THIRTEENTH: This amendment was adopted by the Board of Directors and Incorporator, and shareholder action was not required.

DATED this 21ST day of MARCH, 1997.

Andrea Jill Spear  
ANDREA JILL SPEAR  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21ST day of MARCH, 1997, by ANDREA JILL SPEAR, who is personally known to me (or produced \_\_\_\_\_ as identification) and who did (did not) take an oath.

Kathy M. Nunnally  
Notary Public  
Name Printed: Kathy M. Nunnally  
Commission Expiration:

