

P93000060736

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BASIC AMENDMENT

INTUITION HOLDINGS, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

INTUITION HOLDINGS, INC.
6420 SOUTHEAST PARKWAY
ATTN: BARRY HENRY
JACKSONVILLE, FL 32216US

SUBJECT: INTUITION HOLDINGS, INC.
REF: P93000060736

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

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000024349
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTUITION HOLDINGS, INC.

The above corporation (the "Corporation") existing pursuant to the Florida Business Corporation Law, desiring to give notice of corporate action effectuating the restatement of its Articles of Incorporation, sets forth the following facts:

1. The name of the Corporation is INTUITION HOLDINGS, INC., document number P93000060736. The duration of the Corporation is perpetual.
2. The Articles of Incorporation are hereby restated in their entirety to read as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTUITION HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I
NAME AND ADDRESS

Section 1.1 **Name**. The name of the corporation is INTUITION HOLDINGS, INC.

Section 1.2 **Address of Principal Office**. The address of the principal office of the corporation is 6420 Southpoint Parkway, Jacksonville, Florida 32216.

ARTICLE II
DURATION

Section 2.1 **Duration**. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate

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existence shall commence upon filing by the Department of State of Florida.

ARTICLE III **PURPOSES**

Section 3.1 **Purposes**. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV **CAPITAL**

Section 4.1 **Authorized Capital**. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$.01 per share and 10,000 shares of non-voting common stock having a par value of \$.01 per share. Shares of voting common stock and non-voting common stock shall be identical in all respects except that the non-voting common stock shall not have any voting rights except to the extent required by law.

ARTICLE V **INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address**. The street address of the initial registered office of this corporation is 6420 Southpoint Parkway, Jacksonville, Florida 32216. The name of the current registered agent of this corporation at that address is David G. Graham.

ARTICLE VI **DIRECTORS**

Section 6.1 **Number**. This corporation shall have four (4) directors. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Directors**. The names and addresses of the members of the board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Claude W. Collier, Jr.	6420 Southpoint Parkway Jacksonville, Florida 32216
David G. Graham	6420 Southpoint Parkway Jacksonville, Florida 32216

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Claude Collier

6420 Southpoint Parkway
Jacksonville, Florida 32216

Michael H. Shaut

One West Fourth Street, Suite 200
Cincinnati, Ohio 45202**ARTICLE VII**
PREEMPTIVE RIGHTS

Section 7.1 **Preemptive Rights.** Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same price at which such stock is offered to others.

ARTICLE VIII
BYLAWS

Section 8.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE IX
INCORPORATOR

Section 9.1 **Name and Address.** The name and street address of the incorporator of this corporation is:

Name**Address**

Gresham R. Stoneburner

50 North Laura Street, 3300
Jacksonville, Florida 32202**ARTICLE X**
INDEMNIFICATION

Section 10.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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ARTICLE XI
AMENDMENT

Section 11.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

3. The foregoing restatement contains amendments requiring shareholder approval and was adopted by (a) all of the members of the Board of Directors, and (b) the holders of outstanding Common Stock of the Corporation entitled to cast a majority of the votes of the sole voting group which would be entitled to vote on and adopt the amendments at a meeting at which all voting groups and shareholders entitled to vote thereon were present and voted. Minutes of the Special Meeting of the Shareholders and Board of Directors dated November 30th, 1998, were executed by the Directors and holders of the Common Stock of the Corporation to cast a majority of votes, and such majority is sufficient for approval by that voting group.

4. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned President of the aforesaid corporation has executed these Amended and Restated Articles of Incorporation this 5 day of January, 1999.

INTUITION HOLDINGS, INC.

By: 

Claude W. Collier, Jr., President

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REGISTERED AGENT CERTIFICATE


PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is INTUITION HOLDINGS, INC.
2. The name and address of the registered agent and office is:

David G. Graham
6420 Southpoint Parkway
Jacksonville, Florida 32216

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: January 5, 1999


David G. Graham

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