

P94000063576

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

200002794082--2

-03/04/99--01032--016

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Capital Funding of South Florida, Inc.
- (Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk-in

☒ Pick up time

2:00

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Filing Amended
and Restated
Articles of Incorporation

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
99 MAR -4 AM 10:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

See 3/4

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAPITAL FUNDING OF SOUTH FLORIDA, INC.**

99 FILED
MAR -4 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of Capital Funding of South Florida, Inc. (the "Corporation") are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the corporation is **CAPITAL FUNDING OF SOUTH FLORIDA, INC.**

ARTICLE II. ADDRESS

The mailing address and principal place of business of the Corporation is 729 S. Federal Highway, Suite 100, Stuart, Florida 34994.

ARTICLE III. DURATION

The duration of this Corporation shall be perpetual.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE VI. BYLAWS

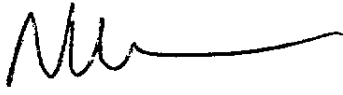
The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Capital Funding of South Florida, Inc. are hereby executed this 8th day of February, 1999.

**CAPITAL FUNDING OF SOUTH
FLORIDA, INC.**

By: 
Name: Nelson A. Locke
Title: Chairman of the Board and
Chief Executive Officer

**CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF CAPITAL FUNDING OF SOUTH FLORIDA, INC.**

The undersigned, Nelson A. Locke, Chairman of the Board and Chief Executive Officer of CAPITAL FUNDING OF SOUTH FLORIDA, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation recommended at a joint meeting of the Board of Directors and the sole shareholder of the Corporation held on February 8, 1999, that the sole shareholder of the Corporation approve the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto. The sole shareholder of the Corporation approved, at a joint meeting of the Board of Directors and the sole shareholder of the Corporation held on February 8, 1999, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto. The number of votes cast by the shareholders was sufficient for such approval, in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007 of the Florida Statutes.

CAPITAL FUNDING OF SOUTH FLORIDA,
INC.

By: _____


Nelson A. Locke

Chairman of the Board and Chief Executive Officer