

P94000068347

Greenberg

Requestor's Name

Address

Michelle 425-8526

City/State/Zip

Phone #

Office Use Only

98 NOV 25 PM 2:40
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Corporate Capital, Inc. P94000068347
(Corporation Name) (Document #)

2. (Corporation Name) (Document #) Amended &

3. (Corporation Name) (Document #) Restated

4. (Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Examiner's Initials

MR
11/30/98

**THIRD
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CORPORATE CAPITAL, INC.**

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TALLAHASSEE, FLORIDA**

I, Bob Semones, being the President of Corporate Capital, Inc., a Florida corporation (the "Corporation"), hereby certify:

1. The name of the Corporation is Corporate Capital, Inc. The Corporation was incorporated on September 12, 1994.

2. The text of the Second Amended and Restated Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I - NAME

The name of the Corporation is Corporate Capital, Inc.

ARTICLE II - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation 507 North New York Avenue, Second Floor, Winter Park, Florida 32789.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida, 507 North New York Avenue, Second Floor, Winter Park, Florida 32789. The name of its registered agent at that address is Bob Semones.

ARTICLE V - CAPITAL STOCK

a. Authorized Capital Stock.

- (1) The maximum aggregate number of shares of common stock, par value of \$.10 per share (the "Common Stock"), that this Corporation shall have authority to issue is 50,000,000 shares. Each share of Common Stock (the "Old Common Stock") issued and outstanding on the date of filing of these Articles of Amendment to the Second Amended and Restated Articles of Incorporation (the "Effective Date") is hereby reclassified and changed on the following basis: each one share of Old Common Stock is hereby converted into two fully paid and non-assessable shares of Common Stock (the "New Common Stock") (the two for one conversion is hereinafter referred to as the "Share Split"). From and after the Effective Date, holders of record of Old Common Stock prior to the Effective Date shall be deemed to hold a number of shares of New Common Stock equal to the number of shares of Old Common Stock multiplied by two. Notwithstanding the foregoing, the stated capital applicable to the two shares of Common Stock resulting from such reclassification and change of each such outstanding share shall be the same as the stated capital then applicable to such outstanding share.
- (2) The maximum aggregate number of shares of preferred stock, par value \$.10 per share (the "Preferred Stock"), that this Corporation shall have authority to issue is 5,000,000 shares.
- (3) No shareholder of any stock of the Corporation shall have preemptive rights. There shall be no cumulative voting by the shareholders of the Corporation.

b. Preferred Stock.

- (1) Authority is hereby vested in the Board of Directors of the Corporation to provide from time to time for the issuance of Preferred Stock in or more series and, in connection therewith, to fix by resolution providing for the issue of such series the number of shares to be included and such of the designations, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions of such series, including, without limitation, rights of redemption or conversion into Common Stock, to the fullest extent now or hereafter permitted by the Florida Business Corporation Act.
- (2) Shares of any series of Preferred Stock that shall be issued and thereafter acquired by the Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange or otherwise shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for

the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

c. Provisions Relating to the Common Stock.

- (1) Dividends, Voting and Dissolution. The common stock shall be subject to the express terms of the Preferred Stock, if any, and any class or series thereof. Subject to the preferential dividend rights applicable to shares of any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each share of Common Stock shall have one (1) vote on all matters that are submitted to shareholders for vote.

Shares of Common Stock may be issued by the Corporation for such consideration, having a value of not less than the par value thereof, as is determined by the Board of Directors.

- (2) Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Common Stock.
- (3) Sales and Repurchases. The Board shall have the power to cause the Corporation to issue and sell shares of Common Stock to such individuals, partnerships, joint ventures, limited liability companies, associations, corporations, trusts or other legal entities (collectively, "persons") and for such consideration as the Board shall from time to time in its discretion determine, and as otherwise permitted by law. The Board shall have the power to cause the Corporation to purchase, out of

funds legally available therefor, shares of Common Stock from such persons and for such consideration as the Board shall from time to time in its discretion determine, and as otherwise permitted by law.

ARTICLE VI - DIRECTORS

The number of directors constituting the Board of Directors shall be determined by the Board of Directors, subject to the Bylaws of the Corporation. Any vacancy in the Board of Directors, whether arising from death, resignation, removal (with or without cause), an increase in the number of directors or any other cause, may be filled by the vote of either a majority of the directors then in office, though less than a quorum, or by the shareholders at the next annual meeting thereof or at a special meeting called for such purpose.

ARTICLE VII - SHAREHOLDERS ACTIONS

After the date on which a registration statement, filed with the U.S. Securities and Exchange Commission under the Securities Act of 1933, as amended, for an initial offering of the Common Stock in an underwritten public offering, becomes effective and the shares described in such registration statement are sold, any action required or permitted to be taken at any annual or special meeting of shareholders of this Corporation shall be taken only upon the vote of such shareholders at an annual or special meeting duly called in accordance with the terms of the Corporation's bylaws, and may not be taken by written consent of such shareholders.

ARTICLE VIII - BYLAWS

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the shareholders to adopt, amend, or repeal such Bylaws.

ARTICLE IX - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of

Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

ARTICLE X - AMENDMENT

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

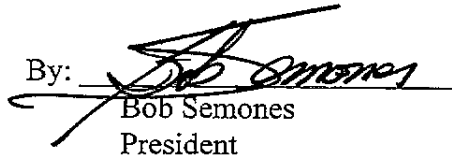
3. The foregoing Third Amended and Restated Articles of Incorporation of this Corporation were duly approved by the Board of Directors by unanimous written consent, dated October 16, 1998.

4. The total number of outstanding shares of this Corporation is 5,100,000 shares of Common Stock. The foregoing Third Amended and Restated Articles of Incorporation of this Corporation were duly approved by written consent of the holders of a majority of the Corporation's issued and outstanding Common Stock, dated November 6, 1998 (the date the Corporation received the requisite number of votes), representing the number of votes sufficient for approval of the Third Amended and Restated Articles of Incorporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation this 9th day of November, 1998.

CORPORATE CAPITAL, INC.

By: 
Bob Semones
President

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **CORPORATE CAPITAL, INC.**, (the "Corporation") desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Amended and Restated Articles of Incorporation, at Corporation 507 North New York Avenue, Second Floor, Winter Park, Florida 32789, has named Bob Semones as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: November 9, 1998



Bob Semones
Registered Agent

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TALLAHASSEE, FLORIDA