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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: ~~KAREN~~ PETERSON *CAROLYN Snider*

PHONE: (904) 359-2000

FAX #: (904) 359-8700

NAME: FLORIDA COASTAL LAW SCHOOL, INC.

AUDIT NUMBER.....H98000016136

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES..... 4

CERT. COPIES.....1

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*Restated
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98 AUG 28 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA COASTAL LAW SCHOOL, INC.
(DOCUMENT NUMBER: P94000088609)

This corporation was incorporated on December 7, 1994 under the name Florida Coastal Law School, Inc. Pursuant to Sections 607.1003, 607.1006 and 607.1007, respectively, of the Florida Business Corporation Act (the "Act"), the Restated Articles of Incorporation were approved and adopted by unanimous consent of the directors and unanimous consent of the shareholders of the corporation on August 20, 1998. The Restated Articles of Incorporation contain amendments to the Articles of Incorporation as previously filed on December 7, 1994, and these duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them. The only voting group entitled to vote on the adoption of the Restated Articles of Incorporation consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is FLORIDA COASTAL LAW SCHOOL, INC.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 7555 Beach Boulevard, Jacksonville, Florida 32216.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually.

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.

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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 100,000 shares of voting common stock having a par value of \$0.10 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the registered agent of this corporation at that address is F&L Corp.

ARTICLE VI

DIRECTORS

Section 6.1 Directors. The director or directors of this corporation shall be referred to as a "Trustee" or Trustees". The Trustees of the Corporation shall have the same duties, obligations, corporate powers and authority to manage the business and affairs of the Corporation in all respects as are otherwise conferred upon a board of directors as the term is used in Chapter 607 of the Florida Business Corporation Act. The number of Trustees of this corporation may be increased or diminished from time to time by the bylaws, but shall never be less than one.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The bylaws of this corporation may be amended or repealed from time to time by either the Board of Trustees or the shareholders, but the Board of Trustees 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 Trustees.

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ARTICLE VIII

INDEMNIFICATION

Section 8.1 Indemnification. The Board of Trustees hereby specifically authorized to make provision for indemnification of Trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE IX

AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Restated Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, this corporation has caused its duly authorized corporate representative to execute these Restated Articles of Incorporation this 20 day of August, 1998.


Bernard L. Turner, Chairman of the Board

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ACCEPTANCE BY REGISTERED AGENT

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

F&L CORP.

By: Charles V. Hedrick
Charles V. Hedrick,
Authorized Signatory

Date: August 20, 1998