

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Bacard, Inc.

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2002 SEP 12 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ☒ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

C. Coulliette SEP 12 2002

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

BACARD, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended as hereinafter set forth, all as permitted by Florida States §607.1007.

1. Article II of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article II, Principal Office. The principal place of business of the Corporation shall be 7778 Bardmoor Hill Circle, Orlando, Florida 32835, and the mailing address of the Corporation is Post Office Box 1755, Windermere, Florida 34786-1755."

2. Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article III, Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is one million (1,000,000) shares of Common Stock at a par value of One Cent (\$0.01) per share."

3. Article IV of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article IV, Registered Agent and Street Address. The street address of the Registered Office of the Corporation is 7778 Bardmoor Hill Circle, Orlando, Florida 32835, and the name of the Registered Agent at that address is Michael A. Schiffhauer."

4. Article V of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article V, Incorporators. The name and street address of the incorporator to these Articles of Incorporation is Michael A Schiffhauer, 7778 Bardmoor Hill Circle, Orlando, Florida 32835"

5. Article VI of the Articles of Incorporation is hereby added to read as follows:

"Article VI, Duration. The duration of the Corporation is perpetual."

6. Article VII of the Articles of Incorporation is hereby added to read as follows:

“Article VII, Purpose. The general purposes for which the Corporation is organized are the following:

- a. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.”

7. Article VIII of the Articles of Incorporation is hereby added to read as follows:

“Article VIII, Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Michael A. Schiffhauer
7778 Bardmoor Hill Circle
Orlando, Florida 32835.”

8. Article IX of the Articles of Incorporation is hereby added to read as follows:

“Article IX, Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, But all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.”

9. Article X of the Articles of Incorporation is hereby added to read as follows:

“Article X, Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.”

10. It is hereby certified that each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Florida Business Corporation Act, and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation were approved by the shareholders, and the number of votes cast for each amendment set forth above by the shareholders was sufficient for approval.
11. The Articles of Incorporation and all amendments and supplements thereto are hereby superceded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended above.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BACARD, INC.**

Article I, Name. The name of the corporation shall be BACARD, INC.

Article II, Principal Office. The principal place of business of the Corporation shall be 7778 Bardmoor Hill Circle, Orlando, Florida 32835 and the mailing address of the Corporation shall be Post Office Box 1755, Windermere, Florida 34786-1755."

Article III, Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock at a par value of One Cent (\$0.01) per share.

Article IV, Registered Agent and Street Address. The street address of the Registered Office of the Corporation is 7778 Bardmoor Hill Circle, Orlando, Florida 32835 and the name of the Registered Agent at that address is Michael A. Schiffhauer.

Article V, Incorporator. The name and address of the Incorporator to these Articles of Incorporation is: Michael A. Schiffhauer, 7778 Bardmoor Hill Circle, Orlando, Florida 32835.

Article VI, Duration. The duration of the Corporation is perpetual.

Article VII, Purpose. The general purposes for which the Corporation is organized are the following:

- a. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article VIII, Initial Board of Directors. The number of Directors constituting the initial Board of Director is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Michael A. Schiffhauer
7778 Bardmoor Hill Circle
Orlando, Florida 32835

Article IX, Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested

in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article X, Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 10 day of September, 2002.

BACARD, INC.

By: Michael A. Schiffhauer
Michael A. Schiffhauer, President

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared Michael A. Schiffhauer, to me well known and known to me to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of September, 2002

Robert R. Hendry
Notary Public, State of Florida at Large

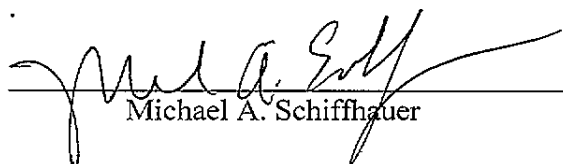
Typed Name of Notary Public - ROBERT R. HENDRY
Commission No.: Notary Public, State of Florida
My Comm. Expires Dec. 26, 2003
Comm. No. CC 897710

(NOTARY SEAL)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **BACARD, INC.**, which is contained in the foregoing Amended and Restated Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 10 th day of September, 2002.


Michael A. Schiffhauer