

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Amended + Restated

1.) Santa Fe, Sweet + Tampa Bay Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

*Filed at no charge to correct an  
error made by us and by the corporation  
at the time of the initial filing on  
May 8, 1995.  
BR 6/18/97*

**FILED**  
97 JUN 18 PM 1:01  
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B. REGISTER JUN 18 1997.

ARTICLES2tmw

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SANTA FE, SUWANNEE & TAMPA BAY INC.

**FILED**  
97 JUN 18 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation, with the original Articles of Incorporation being filed on May 8, 1995. Document Number P95000035651.

The undersigned subscriber to these Amended and Restated Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the Florida Statutes, as amended.

ARTICLE I - NAME

The following amendment to the Articles of Incorporation was adopted by the corporation.

Due to the incorrect spelling, the name of the corporation shall be changed:

From: Sante Fe, Suwannee & Tampa Bay, Inc.

TO: Santa Fe, Suwannee & Tampa Bay Inc.

This amendment was approved by a unanimous vote of the voting stock of the corporation, which was a sufficient number to approve the amendment on the 12<sup>th</sup> day of June, 1997.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation is:

2531 Eagle Bay Drive  
Orange Park, FL 32073

ARTICLE III - DURATION

The corporation has commenced its corporate existence on May 8, 1995. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but

not limited to those powers enumerated in Florida Statutes §607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

#### ARTICLE V - CAPITAL STOCK

This corporation has been authorized to issue Seven Thousand Five Hundred (7,500) shares of One and no/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

#### ARTICLE VI - REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the registered agent of this corporation is:

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, FL 32073

#### ARTICLE V - BOARD OF DIRECTORS

This corporation has two (2) directors. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The names and addresses of the directors are:

William A. Henry  
2531 Eagle Bay Drive  
Orange Park, FL 32073

Debra S. Henry  
2531 Eagle Bay Drive  
Orange Park, FL 32073

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or to adopt new provisions. The Articles of Incorporation may be amended by a simple majority vote of the voting stock of the corporation that is present, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose. The Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation, this 12<sup>th</sup> day of June, 1997.

BY:

William A. Henry - President  
William A. Henry, President

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

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

Santa Fe, Suwannee & Tampa Bay Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Amended and Restated Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

David A. King  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, FL 32073

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.

  
DAVID A. KING

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97 JUN 18 PM 1:01  
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