

Division of Corporations

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Florida Department of State
Division of Corporations
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BASIC AMENDMENT

BOLTON, LTD. OF NAPLES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
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Corporate Filing

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*ORIGINAL FILING DATE: DECEMBER 31, 1998
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*Amended & Restated
Articles
1-7-99 DC*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BOLTON, LTD. OF NAPLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOLTON, LTD. OF NAPLES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the corporation is Bolton, Ltd. of Naples, Inc. The original Articles of Incorporation were filed with the Secretary of State and became effective on June 28, 1995.
2. This Amended and Restated Articles of Incorporation restates and integrates and further amends the Articles of Incorporation of this Corporation to read in its entirety as follows:

FIRST: The name of the Corporation is Bolton, Ltd. of Naples, Inc. The principal office or the mailing address of the Corporation is 3150 Green Dolphin Lane, Naples Florida 33940.

SECOND: The aggregate number of shares of stock which the Corporation is authorized to issue is One Hundred Thousand (100,000) shares, of which One Thousand (1,000) shares shall be designated as "Voting Common Stock" and the par value of such shares shall be One Tenth of One Cent (\$.001), and Ninety-Nine Thousand (99,000) shares shall be designated as "Non-Voting Common Stock" and the par value of such shares shall be One Tenth of One Cent (\$.001).

At all times, the Non-Voting Common Stock shall have and enjoy the same rights, preferences and privileges as the Voting Common Stock, and shall, for all purposes, be and act as a single class of shares, except that the shares of the Non-Voting Common Stock shall not be entitled to vote on any matter, unless otherwise required by law. Each holder of the shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held by such shareholder standing in the name of such Shareholder on the books and records of the Corporation. Each holder of shares of Non-Voting Common Stock shall not be entitled to vote on any matter by virtue of the Non-Voting Common Stock held by such shareholder standing in the name of such shareholder on the books and records of the Corporation, unless otherwise required by law.

THIRD: The street address of the registered office of the Corporation is:

Prepared by Aaron A. Farmer, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 0995053

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c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

and the name of the Corporation's registered agent at such address is:

CLASP, Inc.

FOURTH: The number of directors constituting the Board of Directors of the Corporation is one (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person who is to serve as director of the Corporation from the date of these Amended and Restated Articles of Incorporation, or until the next annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Lucille M. Drackett
3150 Green Dolphin Lane
Naples, Florida 33940

FIFTH: The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

SIXTH: The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Section 607.0850, Florida Statutes.

3. The foregoing Amended and Restated Articles of Incorporation was unanimously approved by the directors and shareholders of the Corporation in accordance with Section 607.1007 of the Florida Business Corporation Act; accordingly, the votes cast by the shareholders of these Amended and Restated Articles of Incorporation were sufficient for approval.

4. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them and were adopted on December 31, 1998.

Dated as of this 31st day of December, 1998.

BOLTON, LTD OF NAPLES, INC.

By: Lucille M. Drackett
Lucille M. Drackett, Director/President

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Having been named as registered agent and to accept service of process for BOLTON, LTD., INC. at the place designated in the Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CLASP INC.

By: 

Aaron A. Farmer, Esq.
Vice President

DATED AS OF THE 31ST DAY OF DECEMBER, 1998

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