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*Amend*

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05 AUG 12 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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05 AUG 12 PM 4:05  
DEPT. OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*DR*  
*8/2/05*

DESMOND & MACELUCH, P.A.

ATTORNEYS AT LAW

249 EAST SIXTH AVENUE  
TALLAHASSEE, FLORIDA 32303  
850-222-7100  
FAX 850-222-6651

SEAN T. DESMOND\*  
JOHN J. MACELUCH, JR.\*

\* ADMITTED IN NORTHERN  
DISTRICT FEDERAL COURT

August 12, 2005

Department of State  
Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, Florida, 32399  
(850)245-6051

SUBJECT: Navigator Research Group, Inc.

To Whom It May Concern:

Please find enclosed an original copy of the Articles of Amendment to Articles of Incorporation and a check for:

( X )\$52.50  
Filing Fee,  
Designation of  
Registered Agent,  
Certified Copy &  
Certificate of Status

Please return all correspondence concerning this matter to the following:

Sean T. Desmond, Esq. *for*  
Desmond & Maceluch, P.A.  
249 East Sixth Avenue, Tallahassee, FL 32303  
850-222-7100

Sincerely,



Sean T. Desmond *for*  
Desmond & Maceluch, P.A.

Enclosures

cc: Richard R. Ratcliff  
SD/ar

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION**

**OF**

**NAVIGATOR RESEARCH GROUP, INC.**

**FILED**  
**05 AUG 12 PM 4: 22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

In compliance with the requirements of F.S. Chapter 607, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

**ARTICLE I: NAME**

The name of the Corporation remains unchanged:

**NAVIGATOR RESEARCH GROUP, INC.**

**ARTICLE II: EFFECTIVE DATE**

The effective date of the Corporation remains unchanged.

**ARTICLE III: ADDRESS**

The street address of the principal office of the Corporation shall be 4040 DeSoto Farm Road, Tallahassee, Florida 32309, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the corporation shall be 4040 DeSoto Farm Road, Tallahassee, Florida 32309. The annual meeting of the stockholders shall be held at the place designated by the Board of Directors.

**ARTICLE IV: NATURE AND PURPOSE**

The general nature of the business to be transacted and carried on by this corporation and its objects and purposes are to conduct any and all lawful business consistent with the provisions hereinafter set out or provided and it shall have all the powers conferred by the laws of the State of Florida upon business corporations as fully and to the same extent as natural persons might or could do in all parts of the world. The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation; but this corporation may do

all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

#### **ARTICLE V: MAXIMUM SHARES**

The maximum number of shares this Corporation is HEREBY amended, and as of the filing of these Amended Articles, the Corporation shall hold in existence one thousand (1000) shares, all of which shall be Common Shares. All previous shares are subsumed within the aforesaid one thousand (1000) shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any one time is one thousand (1000) shares. The Board of Directors, may establish and determine additional classes or categories of stock which shall be set forth in the Bylaws of the Corporation.

#### **ARTICLE VI: REGISTERED AGENT**

SEAN T. DESMOND, ESQ. is designated as the corporation's agent to accept service of process within Florida at 249 E. Sixth Avenue, Tallahassee, Florida 32303. The street address of the initial registered agent for the corporation shall be 249 E. Sixth Avenue, Tallahassee, Florida 32303, and the registered agent at such address is SEAN T. DESMOND, ESQ.

#### **ARTICLE VII: INITIAL DIRECTORS**

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

**Lorena Nicole Ratcliff**

**Richard R. Ratcliff**

**4040 DeSoto Farm Road  
Tallahassee, Florida 32309**

**4040 DeSoto Farm Road  
Tallahassee, Florida 32309**

### **ARTICLE VIII: VOTING**

There shall be at least one annual meeting of the shareholders and directors of the corporation as more fully set forth in the bylaws. Said meetings shall be at a date, time and location as determined by the Board of Directors. The Board may call meetings of the shareholders within its sole discretion. At each meeting of the shareholders of this corporation, the presence in person or by proxy of the holders of a majority in number of the issued and outstanding shares of stock necessary to constitute a quorum for the transaction of any business. The affirmative vote of a majority represented at the meeting shall be necessary to adopt any resolution, carry any motion, or take any corporate action, including election of director, which requires the vote of the shareholders. Voting is by number of shares; i.e., one vote per each share.

### **ARTICLE IX: DURATION**

The corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

### **ARTICLE X: OPERATION**

The number of directors of this corporation shall not be less than one (1) and no more than fifteen (15), to be fixed from time to time by resolution of the stockholders of this corporation at their annual meeting prior to the election of directors, none of whom need be stockholders of the corporation. They shall be elected by a majority of the stockholders present and participating at the annual meetings of the corporation to be held as prescribed by the by-laws and shall hold office after their election until their respective successors are duly elected and qualified.

The original by-laws of this corporation shall be made, prepared and adopted by the board of directors of the corporation by a majority vote thereof. Thereafter, the said by-laws may be amended by the Board of Directors at any regular meeting of said Board of Directors or at any special meeting for which said meeting is called by a majority of the directors present. The Board of Directors shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the corporation (in excess of the capital stock paid in); and the corporation may, by and through its Board of Directors, purchase, sell and trade in the bonds or other obligations of this corporation or in the shares of its capital stock; but if shares of the corporation's capital stock have been purchased and subsequently there is a reduction in the manner provided by law of the corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retired in an amount not exceeding the amount of the reduction and shall not be reissued, except as provided by law.

The Board of Directors shall elect officers of the corporation, who shall consist of the President, who must be a director, a Vice-President, a Secretary, a Treasurer, and such other further officers as may be provided by resolution of the Board of Directors. None of these officers are required to be a stockholder of the corporation. All officers, unless elected to fill a vacancy, shall hold office after their election until their respective successors are duly elected and qualified, unless it is provided by the by-laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers elected by the Board of Directors shall be prescribed by the by-laws or resolution of the Board of Directors.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or is a director or officer or are directors or officers of such other corporation and may be a party or parties to or may be interested in any contract or transaction of this corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons firms or

corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or associations, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself or the firm or corporation to which he may be otherwise indebted.

Each officer and director of the corporation shall disclose to the Board of Directors his relationship with any person, firm or entity with which this corporation seeks to transact business and each such officer and director shall act in good faith with respect to such transaction.

#### **ARTICLE XI: INDEMNIFICATION**

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's by-laws and shall not deviate therefrom without amending said by-laws.

#### **ARTICLE XII: ADDITIONAL SHARES**

The corporation shall have the power to grant to the stockholders of record at the time of issuance of any additional stock beyond the originally authorized maximum number of one thousand (1000) shares hereinbefore provided for, full preemptive rights in the issuance of all new stock, in that such new stock shall be first offered to such registered stockholders for sale at the "stated" or fixed value thereof before there shall be an offer to sell said new stock to person other than said stockholder. The terms and other details of such offer, including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

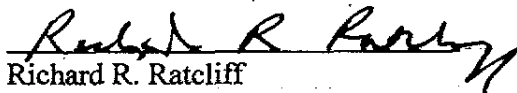
### ARTICLE XIII: SALE OF SHARES

The corporation shall have the power to include in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by and of its stockholders or in the event of death of any of its stockholders. The manner and form, as well as all relevant terms, conditions and details hereof shall not affect the rights of third parties without actual knowledge thereof, unless such provision shall be plainly written upon the certificate evidencing the ownership of said stock.

### ARTICLE XIV: CAPITALIZATION

The amount of capital with which the corporation shall begin business is Ten Thousand Dollars (\$10,000.00).

IN WITNESS WHEREOF, the undersigned subscriber, as Shareholder, Director and Officer of NAVIGATOR RESEARCH GROUP, INC., has hereunto set hand and seal. This amendment was adopted by the shareholders on August 12, 2005.

  
Richard R. Ratcliff  
Shareholder / Vice-President

Date: 8/12/05

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me by Richard R. Ratcliff, who is personally known to me or who has produced the identification listed below, and is known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 12<sup>th</sup> day of August, 2005.



Allison Rowe  
Commission #DD403739  
Expires: MAR. 07, 2009  
www.AaronNotary.com

  
Name: \_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

FILED  
AUG 12 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

The undersigned, SEAN T. DESMOND, ESQ., having been designated as Agent for the service of process with the State of Florida, upon NAVIGATOR RESEARCH GROUP, INC., a corporation, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation and is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



SEAN T. DESMOND, ESQ.  
Desmond & Maceluch, P.A.  
249 East Sixth Avenue  
Tallahassee, Florida 32303

Date: 8/12/05