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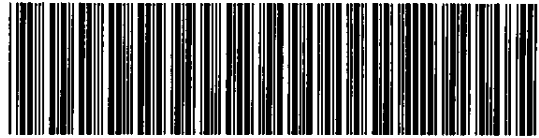
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07 MAR - 1 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bell, Leeper & Roper, P.A.

DOCUMENT NUMBER: P96000020452

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ernest H. Kohlmyer, III

(Name of Contact Person)

Bell & Roper, P.A.

(Firm/ Company)

2816 East Robinson Street

(Address)

Orlando, FL 32803

(City/ State and Zip Code)

For further information concerning this matter, please call:

Ernest H. Kohlmyer, III, Esquire

(Name of Contact Person)

at (407) 897-5150

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee &
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Bell, Leeper & Roper, P.A.

(Name of corporation as currently filed with the Florida Dept. of State)

P96000020452

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Bell & Roper, P.A.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Article V - Amending current address to 2816 East Robinson Street,
Orlando, FL 32803 and changing Registered Agent from Andrew J. Leeper to
Michael M. Bell.

Article VII - Replacing Andrew J. Leeper for Michael J. Roper as Director and
Vice President/Secretary to Michael J. Roper.

~~Article X - Replacing Andrew J. Leeper with Michael M. Bell, 2816 East
Robinson Street, Orlando, FL 32803. Modifying Certificate of Designation
of Registered Agent from Andrew J. Leeper to Michael M. Bell, 2816 East
Robinson Street, Orlando, FL 32803.~~

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

FILED
07 MAR -1 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED
ARTICLES OF INCORPORATION OF
BELL & ROPER, P.A.

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I

The name of this corporation is: **BELL & ROPER, P.A.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. Corporation shall have all of the powers vested in a corporation organized under an existing by virtue of the laws of the State of Florida. Specifically, the practice of law.

ARTICLE III

The maximum numbers of shares of stock which the corporation is authorized to issue and having outstanding at any time is One Thousand (1,000) shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual.

ARTICLE V

The initial address of the corporate office of this corporation is: 2816 East Robinson Street, Orlando, Florida 32803 and the name and address of the initial registered agent of

this corporation is: **Bell & Roper, P.A. c/o Michael M. Bell, Esquire located at 2816 East Robinson Street, Orlando Florida 32803.**

ARTICLE VI

This corporation shall have two (2) directors initially. The number of the directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1) nor more than seven (7).

ARTICLE VII

The name and address of the Board of Directors and officers of this corporation are:

Directors and Addresses:

Michael M. Bell, Esquire
2816 East Robinson Street
Orlando, Florida 32803

Michael J. Roper, Esquire
2816 East Robinson Street
Orlando, Florida 32803

Officers:

Michael M. Bell - President and Treasurer

Michael J. Roper - Vice President and Secretary

ARTICLE VIII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE X

The name and address of the person signing these Articles as the Incorporator is:
ANDREW J. LEEPER, 605 East Robinson Street, Suite 200, Orlando, Florida 32801.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders' meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.


ARTICLE XII

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

MICHAEL M. BELL

The foregoing instrument was acknowledged before me this 28th day of Feb., 2007, by Michael M. Bell, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

 **DENISE HARBIN**
MY COMMISSION # DD 560946
EXPIRES: June 28, 2008
Bonded thru Notary Public Underwriters

(SEAL)


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 and 607.0505, FLORIDA STATUTES, THE UNDERSIGNED "FOR PROFIT" CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

NAME OF CORPORATION: BELL & ROPER, P.A.

REGISTERED AGENT: BELL & ROPER, P.A.
c/o MICHAEL M. BELL, ESQUIRE
2816 EAST ROBINSON STREET
ORLANDO, FLORIDA 32803

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept 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.



Bell & Roper, P.A.
Michael M. Bell, Esquire

The date of each amendment(s) adoption: 2-2-07


Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michael M. Bell

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS
OF

BELL, LEEPER & ROPER, P.A.

A special meeting of the Board of Directors of Bell, Leeper & Roper, P.A. was held on February 2, 2007 at:

Place: 2816 East Robinson Street, Orlando, Florida 32803

Time: 4:00 p.m.

All of the Directors being present, the meeting was called to order by the Chairman and President, Michael M. Bell of the above-named Professional Association.

The Secretary, then called the roll of the directors of the above named Professional Association. All directors and shareholders were either in attendance at the meeting or else signed and executed the document, indicating their waiver of notice for the meeting and their ratification of the actions taken at the meeting.

The Chairman advised that the meeting was in compliance with Florida law and that the purpose of the special meeting was called to approve the terms and conditions of various agreements amongst the shareholders, officers, and directors of the Professional Association. A quorum of directors was established pursuant to Article III, Section 9. The following matters were addressed and by those present, or absent excused, and upon motion duly made, seconded and carried by majority vote, it was;

RESOLVED, that Director/Secretary and Shareholder, Andrew J. Leeper, Esquire tendered his resignation as an employee, director and officer. The Professional Association authorizes a duly elected representative of the Professional Association to reflect this action upon its records and with the Florida Secretary of State, Division of Corporations.

RESOLVED, that the Professional Association shall submit a Professional Association Amendment of the Articles of Incorporation to the Department of Corporation for the State of Florida changing the name of the Professional Association to Bell & Roper, P.A.

RESOLVED, that the Professional Association will accept the resignation of Andrew J. Leeper as Director, Corporate Secretary contemporaneously with the execution of the above-stated Agreements. Such resignation shall be effective as of January 31, 2007. Such resignation shall be submitted to the Department of Corporation for the State of Florida.

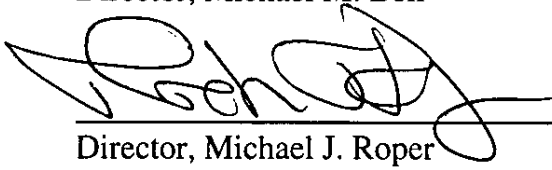
RESOLVED, that the firm of Bell, Leeper & Roper, P.A. will cease to do business under this name effective January 31, 2007 except as necessary to satisfy any existing conditions of any agreements and/or to effectively transfer or amend any contractual agreements or other business during the transition period as soon as practicable.

We do further severally agree and consent to the transaction thereat of any and all business that may properly come before said meeting.

Dated: February 2, 2006



Director, Michael M. Bell



Director, Michael J. Roper