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4-19-96 10:49AM

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4/19/96

FLORIDA DIVISION OF CORPORATIONS

10:18 AM

TO: DIVISION OF CORPORATIONS FROM: DIVISION OF CORPORATIONS  
STATE OF FLORIDA  
TALLAHASSEE, FL 32301  
CONTACT: ANNE ELLIS  
PHONE: (813) 223-7000  
FAX: (813) 229-4133

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SMITH-CARDE, INC.

FAX AUDIT NUMBER: H96000005534

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/19/1996

TIME REQUESTED: 10:17:54

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/19/96  
26 APR 19 AM 11:27

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**ARTICLES OF INCORPORATION  
OF  
SMITH-CARDE, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is Smith-Cardo, Inc.

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is 3209 Laurel Dale Drive, Tampa, Florida 33618.

**ARTICLE III**

**Shares**

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of its initial registered office is 3209 Laurel Dale Drive, Tampa, Florida 33618, and the name of its initial registered agent at that address is Lynda Sliger Smith.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator are:

**Name**

**Address**

Lynda Sliger Smith

3209 Laurel Dale Drive, Tampa, Florida 33618

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David P. Burke  
Carlton Fields  
P.O. Box 3239  
Tampa, FL 33601  
Ph: 813-223-7000  
Fla. Bar No. 350011

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**ARTICLE VI**  
**Initial Directors**

The corporation initially shall have three directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Gary W. Smith	3209 Laurel Dale Drive, Tampa, Florida 33618
Esmond Scott Carde	4711 S. Himes Ave., Apt. 2207, Tampa, Florida 33611
Lynda Sliger Smith	3209 Laurel Dale Drive, Tampa, Florida 33618


Dated this 19<sup>th</sup> day of April, 1996.

  
Lynda Sliger Smith, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 19<sup>th</sup> day of April, 1996.

  
Registered Agent

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# P96000034406

CARLTON FIELDS  
Requestor's Name  
Post Office Drawer 190  
Address Nancy Hurd  
Tallahassee FL 32302 224-1585  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. SMITH-CARDE, INC. P96000034406  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-02/24/97--01045--040  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

- ☒ Walk in ☒ Pick up time 2/24 4:00 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*Change*  
2/24/97

Examiner's Initials *[Signature]*

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
SMITH-CARDE, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Smith-Carde, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendments to its Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the corporation is Smith-Carde, Inc.

**ARTICLE II**  
**Amendment**

The text of the amendment to the Corporation's Articles of Incorporation is:

**"ARTICLE I**  
**Name**

The name of the corporation is AMCO Holding Co., Inc."

**ARTICLE III**  
**Date of Adoption**

The amendment was adopted on the 21<sup>st</sup> day of February, 1997.

**ARTICLE IV**  
**Manner of Adoption**

The amendment was duly approved by unanimous vote of the members of the board of directors and by the shareholders of the Corporation, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated this 21<sup>st</sup> day of February, 1997.

SMITH-CARDE, INC.

By: \_\_\_\_\_

Gary W. Smith

Its: President

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**WRITTEN CONSENT OF ALL OF THE DIRECTORS OF  
SMITH-CARDE, INC.  
IN LIEU OF SPECIAL MEETING**

Pursuant to Section 607.0821 of the Florida Business Corporation Act, the undersigned being all of the directors of Smith-Cardé, Inc., a Florida corporation (the "Corporation"), hereby takes the following actions by written consent in lieu of holding a special meeting:

1. Article I of the Articles of Incorporation of the Corporation shall be amended in their entirety to read as follows:

**"ARTICLE I  
Name**

The name of the corporation is AMCO Holding Co., Inc."

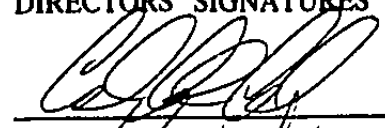
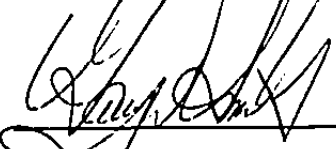
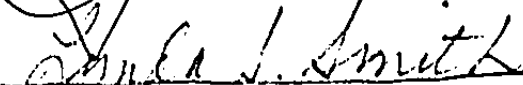
2. The seal impressed on the margin of this page is adopted as the official seal of the Corporation and shall replace the seal previously used by the Corporation.

3. The form of stock certificate attached to this Written Consent and marked "Specimen" is approved for use in issuing stock in the Corporation and replaces the form of stock certificate previously used by the Corporation.

4. The officers of the Corporation are authorized and directed to take all actions necessary or desirable to accomplish the foregoing.

Dated this 21<sup>st</sup> day of February 1997.

**DIRECTORS' SIGNATURES**

**DATE OF SIGNATURES**

2/21/97  
2/21/97  
2/21/97