

Document Number Only

P96000056909

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED  
91 NOV 10 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

William F. Thom Enterprises, Inc.  
changing its name to:

700002350977-4

11/18/97-01084-011

\*\*\*\*\*140.00 \*\*\*\*\*140.00

CNA UniSource of Florida, Inc.

700002350977-4

11/18/97-01084-012

\*\*\*\*\*8.75 \*\*\*\*\*8.75

( ) Profit

( ) NonProfit

( ) Limited Liability Co.

( ) Foreign

( ) Limited Partnership

( ) Reinstatement

(2) ~~XX~~ Certified Copies

( ) Call When Ready

Walk In

( ) Mail Out

~~XX~~ Amendment

Restyled  
Arts.

( ) Dissolution/Withdrawal

( ) Annual Report

( ) Reservation

( ) Photo Copies

( ) Call if Problem

( ) Merger

( ) Mark

( ) Other UCC Filing

( ) Change of R.A.

( ) Fic. Name

( ) CUS

( ) After 4:30

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DIVISION OF CORPORATIONS

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

NOV 10 1997

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11/14



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 10, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: WILLIAM F. THOM ENTERPRISES, INC.  
Ref. Number: P96000056909

We have received your document for WILLIAM F. THOM ENTERPRISES, INC. and check(s) totaling \$140.00. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 897A00054185

Attn: Karen Gibson

Karen, Please see attached <sup>Consent</sup> Resolution  
and back date filing to 11-10-97.  
Also, please issue one good standing.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Thanks!  
Tamara

# **CNA UniSource**

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November 10, 1997

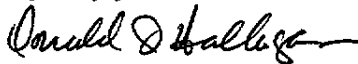
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Attn: Karen Gibson  
Corporate Specialist

Dear Ms. Gibson:

Please be advised that CNA UniSource, Inc., a Delaware corporation qualified to do business in the State of Florida, consents to the use of the name "CNA UniSource of Florida, Inc." CNA UniSource of Florida, Inc. is in fact a subsidiary of CNA UniSource, Inc. Please let me know if you need any further information.

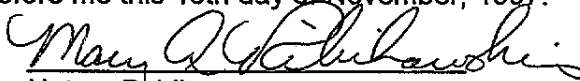
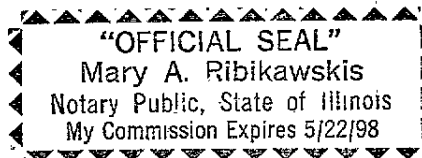
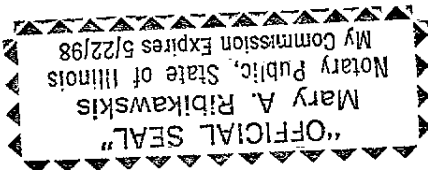
Very truly yours



Senior Vice President  
CNA UniSource, Inc.

State of Illinois  
County of Cook

Subscribed and sworn to before me this 10th day of November, 1997.

  
Notary Public

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**WILLIAM F. THOM ENTERPRISES, INC.**

**ARTICLE I NAME AND MAILING ADDRESS**

The name of the corporation is CNA UniSource of Florida, Inc. The mailing address is CNA Plaza, 25S, Chicago, Illinois 60685

**ARTICLE II DURATION**

This corporation shall exist perpetually.

**ARTICLE III PURPOSE**

This corporation is organized for the purpose of any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE IV POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE V CAPITAL STOCK**

This corporation is authorized to issue 100 shares of common stock having a par value of one (1) dollar per share.

**ARTICLE VI PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other.

**ARTICLE VII REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 1200 South Pine Island Road, Plantation, Florida 33324. Our registered agent is CT Corporation System.

**ARTICLE VIII BOARD OF DIRECTORS**

This corporation shall have three (3) directors. The number of Directors may be either increased or decreased from time to time by resolution of the Board of Directors, but shall never be less than one.

**ARTICLE IX MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation, the act of shareholders representing majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person, or by proxy, for each share of

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TALLAHASSEE, FLORIDA

voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

#### ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XII AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation and any amendment hereto, any right conferred upon the stockholders is subject to this reservation.

#### ARTICLE XIII INDEMNIFICATION

This corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law and as provided in the bylaws.

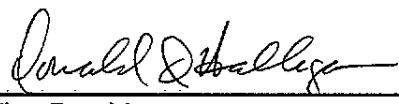
The above stated Amended and Restated Articles of Incorporation as so amended were approved by the Corporation's Board of Directors and Shareholder by unanimous written consents both dated November 6, 1997.

The purpose of the Amended and Restated Articles of Incorporation is to change the name of the corporation, change the registered agent, and change the number of directors.

IN WITNESS WHEREOF, the undersigned officers have executed these Amended and Restated Articles this 7th day of November, 1997.

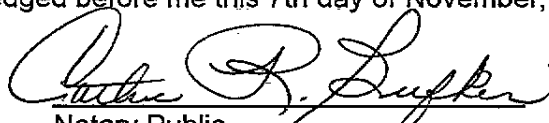
Attest:

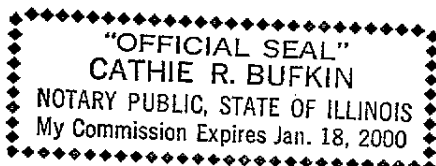
  
Assistant Secretary

  
SR. Vice President

State of Illinois  
County of Cook

The foregoing instrument was acknowledged before me this 7th day of November, 1997

  
Notary Public



HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CT CORPORATION SYSTEM

DATE: 11/10/97

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary