

P96000069630

AUSLEY & McMULLEN

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TALLAHASSEE, FLORIDA 32301  
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March 22, 2002

FILED  
2002 MAR 26 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State's Office  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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-03/25/02--01020--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: Capstone Engineering, Inc.  
Document Number P96000069630

Dear Sir or Madam:

Enclosed for filing is Amended and Restated Articles of Incorporation of Capstone Engineering, Inc. (original and one copy). Please prepare a certified copy of the Amendment. Enclosed is our check for \$43.75. Please call Chris Vause at 425-5446 when the certificate is ready to be picked-up.

Thank you for your assistance.

Sincerely,



Chris Vause  
Secretary to John E. Brenneis

/cv

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C. Coulliette MAR-26-2002

RECEIVED  
02 MAR 25 AM 9:19  
DIVISION OF CORPORATIONS  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 25, 2002

AUSLEY & MCMULLEN  
ATTN: CHRIS  
TALLAHASSEE, FL

SUBJECT: CAPSTONE ENGINEERING, INC.  
Ref. Number: P96000069630

We have received your document for CAPSTONE ENGINEERING, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 302A00017658

RESUBMITTED MARCH 26, 2002:

The word "initial" or "first" removed and Registered Agent statement added at signature.

RECEIVED  
02 MAR 26 AM 9:05  
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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CAPSTONE ENGINEERING, INC.**

FILED  
2002 MAR 26 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the sole member of the Board of Directors and the President of this Corporation, hereby files these Amended and Restated Articles of Incorporation which amend, restate and supersede the original Articles of Incorporation of the Corporation as follows:

**Article 1.  
Name and Principal Office**

The name of this Corporation shall be **CAPSTONE ENGINEERING, INC.** The principal place of business is 40 Isle of Venice, Number 12, Fort Lauderdale, Florida 33301, and the mailing address of this Corporation shall be Post Office Box 9606, Fort Lauderdale, Florida 33310.

**Article 2.  
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article 3.  
Stock**

The authorized capital stock of this Corporation shall consist of Ten Thousand (10,000) shares of voting common stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article 4.  
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article 5.**  
**Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:  
**BARRY WESTMARK, P.E.**, 40 Isle of Venice, Number 12, Fort Lauderdale, Florida 33301.

**Article 6.**  
**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**Article 7.**  
**Address of Registered Office and Registered Agent**

The street address of the Registered Office of this Corporation in the State of Florida shall be 40 Isle of Venice, Number 12, Fort Lauderdale, Florida 33301. The name of the Registered Agent of the Corporation at the above address shall be **BARRY WESTMARK, P.E.** The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**Article 8.**  
**Number of Directors**

This Corporation shall have not less than one (1) Director and not more than nine (9) Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**Article 9.**  
**Board of Directors**

The Board of Directors shall consist of one (1) person. The name and street address of the member of the Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

**BARRY WESTMARK, P.E.**  
40 Isle of Venice  
Number 12  
Fort Lauderdale, Florida 33301

## **Article 10.**

### **Officers**

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the officers are as follows:

President, Secretary,  
and Treasurer

**BARRY WESTMARK, P.E.**  
Post Office Box 9606  
Fort Lauderdale, Florida 33310

## **Article 11.**

### **Transactions in Which Directors or Officers Are Interested**

11.01. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors, or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

B. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

11.02. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**Article 12.**  
**Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**Article 13.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

**Article 14.**  
**Adoption**

These Amended and Restated Articles of Incorporation contain amendments to the original Articles of Incorporation of the Corporation requiring shareholder approval. These Amended and Restated Articles of Incorporation were adopted on March 4, 2002, by the vote of a majority of the outstanding shares of its only class of outstanding voting common stock, which vote was sufficient under Chapter 607, Florida Statutes, for the adoption of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the duly authorized Director and President of Capstone Engineering, Inc., hereby executes this document for the purpose of amending and restating the Articles of Incorporation of this Corporation under the laws of Florida, this 4<sup>th</sup> day of MARCH, 2002.

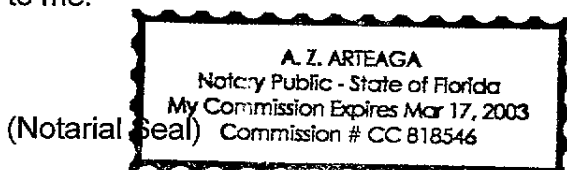
  
**BARRY WESTMARK, P.E.**

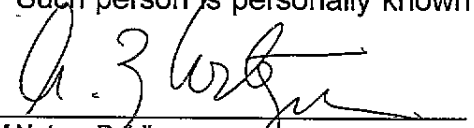
President and Director AND REGISTERED AGENT

STATE OF FLORIDA  
COUNTY OF Broward

I agree to accept service of process, said appointment, to act in this capacity, to comply w/the provisions of all statutes relating to the proper & complete performance of my duties & am familiar with and accept the obligations of my position as Registered Agent.

The foregoing instrument was acknowledged before me this 4 day of March, 2002, by **BARRY WESTMARK, P.E.** Such person is personally known to me.



  
Signature of Notary Public

ADRIENNE Z. ARTEAGA  
(Typed or Printed Name of Notary Public)