

P96000103165

Eileen L. McCarthy  
4673 SW Rolfe St.  
Port St. Lucie, Florida 34953

\$87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
97 JAN 30 PM 3:53

9000020742-9  
-01/31/97--01003--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

7000020742-9  
-01/30/97--01030--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Attorney for Gunster Yorkley <sup>mpc</sup>  
GAVE who sent this to  
own office  
AUTHORIZATION BY PHONE TO  
CORRECT Delete, between Carter Inc  
DATE 71 JAN 30 1987 don't want this  
DOC. EXAM. filed as ne  
1-800-780-1980  
Cathy Leona Amend

71 JAN 30 1987

**AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
SHEPPARD & CARTER INC.**

Pursuant to the provisions of Sections 607.1005 and 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on December 24, 1996, and assigned Charter Number P96000103165, are hereby amended pursuant to a written consent by a majority of the incorporators of the Corporation (the Articles of Incorporation being amended prior to the Corporation's issuance of shares of stock), by deleting Articles I through V inclusive in their entirety and substituting therefore the following:

**ARTICLE 1.  
NAME**

The name of this Corporation is SHEPPARD & CARTER INC.

**ARTICLE 2.  
ADDRESS OF PRINCIPAL OFFICE**

The address of the corporation's principal office (or mailing address) is: 4673 S.W. Refe Street, Port St. Lucie, Florida 34953.

**ARTICLE 3.  
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law.

**ARTICLE 4.  
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE 5.  
STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is ten thousand (10,000) shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 30 PM 3:33

**ARTICLE 6.  
AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

**ARTICLE 7.  
SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

**ARTICLE 8.  
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE 9.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is 4673 S.W. Rolfe Street, Port St. Lucie, Florida 34953, and the name of its initial registered agent at that address is Eileen L. McCarthy.

**ARTICLE 10.  
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be

increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

#### **ARTICLE 11. INCORPORATOR**

The names and street addresses of the incorporators signing these Amended Articles of Incorporation are as follows:

| <u>Name</u>         | <u>Street Address</u>                                    |
|---------------------|--|
| Eileen L. McCarthy  | 4673 S.W. Rolfe Street<br>Port St. Lucie, Florida 34953. |
| Stewart E. Sheppard | 4673 S.W. Rolfe Street<br>Port St. Lucie, Florida 34953. |

#### **ARTICLE 12. COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or 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 committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

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

#### **ARTICLE 13. BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

**ARTICLE 14.**  
**EMERGENCY BY-LAWS**

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

**ARTICLE 15.**  
**SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

- a. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
- b. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
- c. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.

**ARTICLE 16.**  
**SUPERCEDING OF ORIGINAL ARTICLES OF INCORPORATION**

These Articles of Amendment of the Articles of Incorporation shall supercede the original Articles of Incorporation and all amendments thereto.

Pursuant to Florida Statutes 607.1005, these Amended Articles of Incorporation are being executed by a majority of the incorporators of the Corporation because the Articles of Incorporation

are being amended prior to the Corporation's issuance of any shares of stock and prior to the election of directors. The undersigned, constituting a majority of the incorporators of the Corporation, hereby approve and adopt the foregoing Amendment to Articles of Incorporation this 10<sup>th</sup> day of January, 1997.

SHEPPARD & CARTER, INC., a Florida corporation

By: Eileen L. McCarthy  
Eileen L. McCarthy, Incorporator

By: Stewart E. Sheppard  
Stewart E. Sheppard, Incorporator

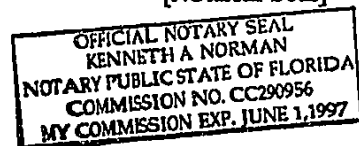
STATE OF FLORIDA  
COUNTY OF MARTIN

**THE FOREGOING INSTRUMENT** was acknowledged before me this 10<sup>th</sup> day of January, 1997, by Eileen L. McCarthy and Stewart E. Sheppard, Incorporators of SHEPPARD & CARTER, INC., a Florida corporation, on behalf of the corporation, who [ ] are personally known to me or [ ] have produced drivers license as identification.

Kenneth A. Norman  
[Printed Name] Kenneth A. Norman  
Notary Public, State of Florida

My Commission expires:

[Notarial Seal]




**WRITTEN CONSENT OF THE  
INCORPORATORS OF  
SHEPPARD & CARTER, INC.**

The undersigned, being a majority of the Incorporators of SHEPPARD & CARTER, INC. as of the 9th day of January, 1997, do hereby waive the necessity of a meeting and do hereby consent in writing to the adoption of the following resolutions:

**WHEREAS**, it is in the best interests of the Corporation to amend its Articles of Incorporation to provide for a greater number of shares of stock and to add other provisions; now, therefore, it is

**RESOLVED**, that the Articles of Amendment to the Articles of Incorporation are hereby approved and adopted, the the Articles of Incorporation, as amended and restated, shall supercede the original Articles of Incorporation, and that the Articles of Amendment to the Articles of Incorporation shall be filed with the Secretary of State of Florida.

  
Eileen L. McCarthy, Incorporator

  
Stewart E. Sheppard, Incorporator