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Corporate Offices

*The Southeast Companies, Inc.*

A Florida corporation

William A. Calvo, III  
Chairman & Chief Executive Officer

Cyndi N. Calvo  
President & Chief Operating Officer

Michael Harris Jordan  
Vice President

G. Richard Chamberlin, Esquire  
General Counsel

Vanessa H. Lindsey  
Secretary & Chief Administrative Officer

1941 Southeast 51<sup>st</sup> Terrace  
Ocala, Florida 34471  
Telephone: (352) 694-9179  
Fax: (352) 694-9178  
E-mail: wacalvo3@atlantic.net

July 7, 1999

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DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
99 JUL 12 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re.: *Amendments to Articles of Incorporation of The Southeast Companies, Inc.*

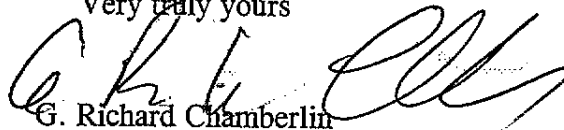
Gentlemen:

Enclosed please find:

- (a) Three sets of articles of amendment for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (b) A check in the amount of \$35 covering the costs of filing the articles of amendment and changing the registered agent.

If you have any questions or comments, please contact the undersigned.

Very truly yours

  
G. Richard Chamberlin  
General Counsel

*Amend*  
T. LEWIS JUL 14 1999

**A**rticles of Amendment to Articles of Incorporation  
of  
The Southeast Companies, Inc.

99 JUL 12 AM 11:43  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation does hereby adopt the following articles of amendment to its Articles of Incorporation:

Witnesseth:

First: Amendments adopted:

Articles II, III, IV, V and VI, are hereby repealed and replaced by the following new Articles II, III, IV, V and VI; and the following new Articles IX, X, XI, XII and XIII are hereby adopted and added to the Corporation's Articles of Incorporation.

"ARTICLE II  
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III  
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV  
CAPITAL STOCK

**4.1 Capital Stock**

This Corporation is authorized to issue 7,500,000 shares, \$0.001 par value, 6,000,000 of which shall be designated as common stock, and the remaining 1,500,000 as preferred stock, with the classification, series and characteristics to be determined from time to time prior to issuance by the Corporation's Board of Directors, subject to filing a certificate of amending these articles of incorporation by describing in required detail any such classification, series and characteristics, with the Department of State of the State of Florida, as required by Section 607.0602, Florida Statutes.

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#### 4.2 Designation of Attributes

- (A) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article IV to provide for the issuance of the shares of preferred stock in classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designation, powers preferences and rights of the shares of each such class or series and the qualifications, limitations or restrictions thereof.
- (B) The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:
- (1) The number of shares constituting that class or series and the distinctive designation of that class or series;
  - (2) The dividend rate, if any, on the shares of that class or series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that class or series;
  - (3) Whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
  - (4) Whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
  - (5) Whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;
  - (6) The rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series;
  - (7) Any other relative rights, preferences and limitations of that class or series.

**ARTICLE V**  
**QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, 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 stockholders.

**ARTICLE VI**  
**REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL ADDRESS**

**6.1 Registered Office & Registered Agent,**

The street address of the registered office of this Corporation is 1941 Southeast 51st Terrace, Building 2, Suite 100; Ocala, Florida 34471, and the name of the registered agent of this corporation at such address is Vanessa H. Lindsey.

**6.2 Principal Office & Mailing Address**

- (1) The Corporation's principal office and principal mailing address will be at 1941 Southeast 51st Terrace, Building 2, Suite 100; Ocala, Florida 34471.
- (2) The Corporation's telephone number will be (352) 694-9179, its initial fax number will be (352) 694-9178 and its e-mail address shall be wacalvo3@atlantic.net.

**ARTICLE IX**  
**BOARD OF DIRECTORS**

- (1) This Corporation had one Director initially.
- (2) The number of Directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one.
- (3) The name and address of the initial Directors of the corporation was as follows:

Cyndi N. Calvo  
1941 Southeast 51st Terrace, Building 2, Suite 100; Ocala, Florida 34471.

- (4) The Corporation's Board of Directors is hereby authorized, without prior stockholder approval, to amend these Articles of Incorporation, from time to time, in order to effect splits or reverse splits of the Corporation's common or preferred stock; increase the amount of authorized capital stock and determine the attributes thereof, provided that such amendment may not detrimentally affect the rights of holders of outstanding capital stock, other than as a result of *pro rata* dilution; designate the attributes of the preferred stock; change the name of the Corporation;

and, such other matters as may be otherwise permitted under then applicable laws of the State of Florida.

## **ARTICLE X**

### **INDEMNIFICATION**

The Corporation shall indemnify its Officers, Directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

## **ARTICLE XI**

### **LIMITATION ON STOCKHOLDER ACTIONS**

- (1) Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida.
- (2) No stockholder may assert a derivative cause of action on behalf of the Corporation, rather, any claims that would give rise to derivative causes of action shall be submitted in writing, specifying the nature of the cause of action and providing all evidence associated with such claim, to a special committee of the Board of Directors comprised of members who do not also serve as officers of the Corporation and are not reasonably involved with the subject cause of action, or if no such directors are serving, to legal counsel designated by the Corporation in which no attorney holds shares of the Corporation's securities, holds any office or position with the Corporation or is related by marriage or through siblings, parents or children to any officer or director of the Corporation, and the decision to litigate, or not to litigate by such special committee or special counsel shall be binding on the Corporation and the submitting stockholder or stockholders; unless the foregoing procedure has not been followed within 90 days after completion of the submission by the subject stockholder.
- (3) The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

**ARTICLE XII**  
**AFFILIATED TRANSACTIONS**

This Corporation shall not be subject to the restrictions or requirements for affiliated transactions imposed by Sections 607.0901, Florida Statutes, as permitted by the waiver provisions of Section 607.0901(5)(b) thereof.

**ARTICLE XIII**  
**TAKE OVER DEFENSES**

- (A) The Board of Directors of this Corporation shall have the broadest possible authority and discretion in adopting and maintaining resistance to, and defenses against, takeover bids that it deems not to be in the best interests of the Corporation, including (without limitation) adopting and maintaining any form of shareholder rights plan or "poison pill" comprised of such terms and features as the Board of Directors deems to be in the best interests of the Corporation.
- (B) Without limitation on the foregoing, the Board of Directors shall have the authority and discretion to adopt and maintain a shareholder rights plan or other defensive mechanism that may be deactivated or redeemed only:
  - (1) By vote of continuing directors (*i.e.*, the directors who put such shareholder rights plan or other defensive mechanism in place or the designated successors of such directors) to the exclusion of newly elected directors nominated or supported by a takeover bidder or bidders;
  - (2) After a prescribed delay period following election of directors making up a majority of the Board of Directors if such new directors are nominated or supported by a takeover bidder or bidders; or
  - (3) Before election of directors making up a majority of the Board of Directors if such new directors are nominated or supported by a takeover bidder or bidders.
- (C) No bylaw shall limit in any way the authority of the Board of Directors of this Corporation to adopt or maintain any shareholder rights plan or otherwise to resist or defend against any takeover bid that the Board of Directors finds not to be in the best interests of the Corporation."

**Second:** The date of each amendment adopted is: July 7, 1999.

Third:      **Adoption of Amendments:**

The amendments were unanimously adopted by the shareholders. The number of votes cast for the amendments were sufficient for approval.

*In Witness Whereof*, I have subscribed my name this 7<sup>th</sup> day of July, 1999.

*Signed, Sealed & Delivered*

*In Our Presence*

*Vanessa H. Lindsey*  
*[Signature]*

*Cyndi N. Calvo, President*  
*Cyndi N. Calvo, President*

**REGISTERED AGENT'S**  
**CONFIRMATION OF PRIOR ACCEPTANCE OF APPOINTMENT**

Having been previously named as registered agent to accept service of process for The Southeast Companies, Inc., at the place designated in this certificate, I hereby confirm acceptance of the appointment as registered agent and agree to act in this capacity. I hereby further agree to comply with the provisions of all statutes relating to the proposer performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

July 7<sup>th</sup>, 1999

*Vanessa H. Lindsey*  
Vanessa H. Lindsey  
Registered Agent