



P97000030951

ACCOUNT NO. : 072100000032

REFERENCE : 132671 9104A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 43.75

FILED  
APR 30 PM 1:31  
TALLAHASSEE, FLORIDA

ORDER DATE : April 30, 2001

ORDER TIME : 10:10 AM

ORDER NO. : 132671-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons  
Holland & Knight LLP  
Suite 1600  
200 Central Avenue  
Saint Petersburg, FL 33701

Amended &  
Restated  
Articles

600004090626--9

DOMESTIC AMENDMENT FILING

NAME: UNITED CAPITAL FUNDING CORP.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS:

RECEIVED  
DIVISION OF STATE  
CORPORATIONS  
2001 APR 30 AM 10:43  
NOT TO BE  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

\*02250, 02515, 00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 30, 2001

**RESUBMIT**

Please give original  
submission date as file date.

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: UNITED CAPITAL FUNDING CORP.  
Ref. Number: P97000030951

We have received your document for UNITED CAPITAL FUNDING CORP. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

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

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 401A00025593

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAY -1 AM 10:41  
NOT FILED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

01 APR 30 PM 1:37  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UNITED CAPITAL FUNDING CORP.

Pursuant to the provisions of Sections 607.1006 and 607.1007, Florida Statutes, this corporation, United Capital Funding Corp. adopts the following Amended and Restated Articles of Incorporation. The Articles were filed with the Secretary of State for the State of Florida on April 7, 1997, as document number P97000030951.

ARTICLE I.

NAME

The name of this Corporation is **UNITED CAPITAL FUNDING CORP.**

ARTICLE II.

PRINCIPAL OFFICE

The principal address of this Corporation, until changed by the Board of Directors, is:

475 Central Avenue, Suite 202, St. Petersburg, FL  
33701.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Gerard J. Curley

Address: 475 Central Avenue, Suite 202, St.  
Petersburg, FL 33701

ARTICLE IV.

CAPITAL STOCK

1. This Corporation is authorized to issue 10,000,000 shares of \$0.001 par value common stock and 5,000,000 shares of \$0.01 par value preferred stock.

2. The shares of the preferred stock may be issued from time to time as a class without a series or if so determined by the Board of Directors, either in whole or in part in one or more series. The Board of Directors is granted and vested with the

authority to fix and determine by resolution the voting powers, full or limited, or no voting powers, and the designations, preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions of the rights, if any, including specifically, but not limited to, the dividend rights, conversion rights, redemption rights, and liquidation preferences, if any, of any wholly unissued series of the preferred stock (or the entire preferred stock if none of the shares have been issued), the number of shares constituting any preferred stock series and the terms and conditions of the issue of the preferred stock. In accordance with the requirements of the Florida Business Corporation Act, prior to the issuance of any shares of preferred stock, this Corporation shall deliver to the Secretary of State of Florida for filing articles of amendment, which are effective without shareholder action, meeting the requirements of Section 607.0602(4), or its then successor provision.

#### ARTICLE V.

##### SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

#### ARTICLE VI.

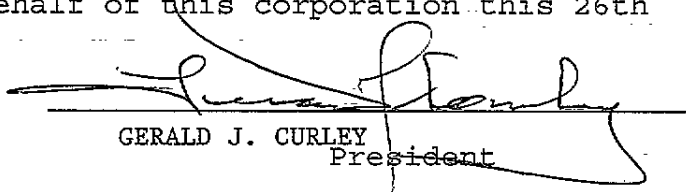
##### PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

Any prior provision of the Articles of Incorporation not included in these Amended and Restated Articles is revoked, null and void.

These Amended and Restated Articles require Stockholder approval. These Amended and Restated Articles were approved by the Stockholders of the corporation on March 26, 2001. The number of votes cast for the Articles of Amendment by the Stockholders were sufficient for approval.

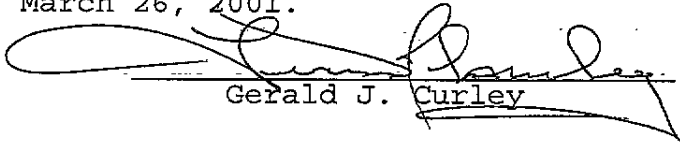
IN WITNESS WHEREOF, the undersigned, as President, has executed this Amendment on behalf of this corporation this 26th day of March, 2001.

  
GERALD J. CURLEY

President

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. Date: March 26, 2001.

  
Gerald J. Curley

FILED  
01 APR 30 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA