

Apr. 23. 2004 10:09 AM

No. 0411 P. 1 Page 1 of 1

P97000032623

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BASIC AMENDMENT

FLEMING ISLAND IMPROVEMENTS, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 23, 2004

FLEMING ISLAND IMPROVEMENTS, INC.
2405 HOPKINS STREET
ORANGE PARK, FL 32073

SUBJECT: FLEMING ISLAND IMPROVEMENTS, INC.
REF: P97000032623

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
Document Specialist

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H04000086278 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLEMING ISLAND IMPROVEMENTS, INC.**

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of Fleming Island Improvements, Inc. hereby are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is Fleming Island Improvements, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

2405 Hopkins Street
Orange Park, Florida 32073

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective on the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

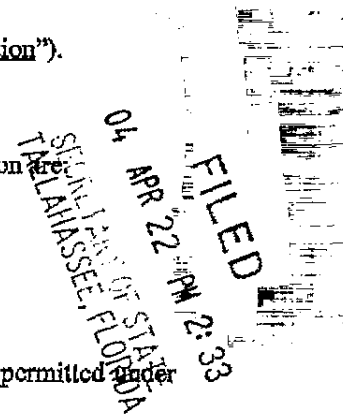
The maximum number of shares the Corporation is authorized to issue is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 225 Water Street, Suite 2020, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (ii) names Intrepid Registered Agent Services, LLC as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by G. Ray Driver, Jr.
Florida Bar No. 0044032
Driver & McAfee, P.L.
225 Water Street, Suite 2020
Jacksonville, Florida 32202
904-301-1269

H04000086278 3



H04000086278 3

ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

ARTICLE VIII - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by written consent of the Corporation's sole director pursuant to Section 607.0821, Florida Statutes, and by written consent of the Corporation's sole shareholder pursuant to Section 607.0704, Florida Statutes on April 21, 2004.

The undersigned has executed these Amended and Restated Articles of Incorporation this 22nd day of April, 2004.

FLEMING ISLAND IMPROVEMENTS, INC.

By: 

Mark Boyer, President

Apr. 23. 2004 10:30AM

No. 0441 P. 5

H04000086278 3

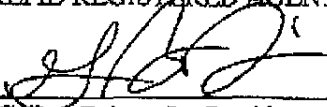
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.

Dated: April 22, 2004

INTREPID REGISTERED AGENT SERVICES, LLC

By:


G. Ray Driver, Jr., President