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BASIC AMENDMENT
LIVE OAK PROPERTIES INC.

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Amended & Restated
w/ NAME CHANGE

D. CONNELL

JAN 28 2000

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIVE OAK PROPERTIES INC.**

Pursuant to Section 607.1007 of the Florida Statutes, Live Oak Properties Inc. (the "Corporation"), certifies that:

FIRST: The name of the Corporation is Live Oak Properties Inc. The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on April 11, 1997.

SECOND: These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of a majority of the issued and outstanding shares of the common stock of the Corporation. The holders of a majority of the issued and outstanding shares of the Corporation's common stock approved such amendments and the Board of Directors of the Corporation duly adopted these Amended and Restated Articles of Incorporation by a Joint Written Consent of the sole Director and the sole Stockholder of the Corporation dated January 26, 2000. The number of votes cast for the amendments was sufficient for approval by the holders of common stock of the Corporation.

THIRD: The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation and Limited Liability Company Act of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of the corporation is: Live Oak Properties P.A. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at One Clearlake Centre, 250 Australian Avenue South, Suite 1404, West Palm Beach, Florida 33401.

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ARTICLE III - PURPOSE

The general nature of the business to be transacted by the Corporation shall be:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services in the State of Florida under the laws of the State of Florida.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No stockholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- (c) To invest the funds of the Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.
- (e) The Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock having a par value of \$.01 per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of the Corporation are Corporate Creations Enterprises, Inc. , 4521 PGA Blvd. #211, Palm Beach Gardens, FL 33418.

ARTICLE VI - STOCK TRANSFERABILITY

No stockholder of the Corporation may sell or transfer his shares in the Corporation except to another individual who is eligible to be a stockholder of the Corporation under the laws of the State of Florida.

ARTICLE VII - STOCK OWNERSHIP

The Board of Directors shall require any officer, stockholder, agent, or employee of the Corporation, who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, or who accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional services, to sever all employment with, and financial interests in, the Corporation forthwith.

ARTICLE VIII - BYLAWS

The bylaws of the Corporation may be created, amended or changed by the stockholders or directors at any regular or special meeting, duly held.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 26th day of January 2000.



William D. Bone, President