

P97000049647

Requestor Name _____
 Address _____
 City/State/Zip _____ Phone # _____

100002323141--7
 -10/17/97--01074--010
 *****35.00 *****35.00

Office Use Only

M. JONATHAN WRIDE
 ASHTIN KELLY AND COMPANY
 400 5TH AVE SOUTH
 NAPLES FL 341026550
 (800)770-8280
 TO: DIVISION OF CORPORATIONS
 409 E. GAINES STREET
 TALLAHASSEE FL 32399
 SHIP DATE: 15OCT97
 ACCOUNT # 195644039
 MAN-WGT: 1 LBS
 (850)487-6052

147923 FORMAT # 077 RPT. 08/97

(if known):

3. _____ (Corporation Name) _____ (Document #)
 4. _____ (Corporation Name) _____ (Document #)

☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

SECRET
 TALLAHASSEE, FLORIDA
 9/10/17 4:39 PM

APPROVED
 AND
 FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend + Revoke
P97000049647
7/28
10-17-97

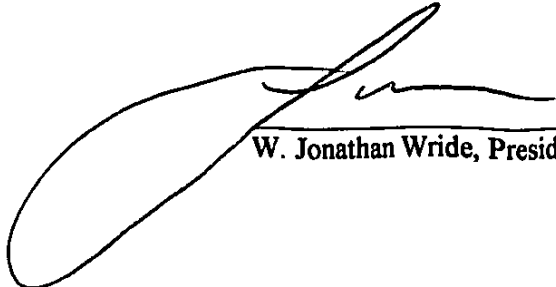
Examiner's Initials _____

CERTIFICATE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ASHTIN KELLY ASSET MANAGEMENT, INC.

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned hereby certifies as follows:

1. The attached Amended and Restated Articles of Incorporation of Ashtin Kelly Asset Management, Inc. (the "Corporation") contains amendments to the articles of incorporation of the Corporation requiring shareholder approval.
2. The date of the adoption of the Amended and Restated Articles of Incorporation of the Corporation is October 15, 1997.
3. The Amended and Restated Articles of Incorporation were adopted and approved by the shareholders of the Corporation in an Action by Unanimous Written Consent of Shareholders Without a Meeting, dated October 15, 1997, in accordance with Section 607.0704, Florida Statutes.

Signed this 15th day of October, 1997.



W. Jonathan Wide, President

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ASHTIN KELLY ASSET MANAGEMENT, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its shareholders, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation shall be Ashtin Kelly Asset Management, Inc.

ARTICLE II - Duration

This Corporation shall have perpetual existence.

ARTICLE III - Purpose

This Corporation is organized for the following purposes:

- A. To engage in the operation of investments and dealer in securities.
- B. To sell, assign, lease, and deal with investments and securities in any name and nature, including the investments and securities of others, whether individuals, partnerships, or corporations, and to do so for compensation.
- C. To engage in such business to the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed.
- D. To engage in any other activity allowed by law.

APPROVED
AND
FILED
97 OCT 17 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - Capital Stock

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 10,000,000 shares of Common Stock, par value of \$0.01 per share.

ARTICLE V - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI - Principal Office

The principal place of business and mailing address of this Corporation is 400 Fifth Avenue South, Naples, Florida 34102.

ARTICLE VII - Registered Agent

The registered agent of the Corporation is W. Jonathan Wride. The street address of the Corporations' registered office is 400 Fifth Avenue South, Naples, Florida 34102.

ARTICLE VIII - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (&& 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE IX - Incorporator

The name and address of the incorporator to these Articles of Incorporation was W. Jonathan Wride, 400 Fifth Avenue South, Naples, Florida 34102.

ARTICLE - Bylaws

The bylaws of the Corporation may be adopted, altered, amended, or repealed by the majority vote of either the directors or the shareholders.

ARTICLE XI - Indemnification

The Corporation shall indemnify its officers and directors to the fullest extent permitted by law.

ARTICLE XII - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15th day of October, 1997.

ASHTIN KELLY ASSET MANAGEMENT, INC.

By: _____

W. Jonathan Wride
President

ASHTIN KELLY ASSET MANAGEMENT, INC.

Naples, Florida
October 15, 1997

**ACTION BY UNANIMOUS CONSENT OF SHAREHOLDERS WITHOUT A
MEETING**

Pursuant to the authority granted by Chapter 607.0704 of the Florida Business Corporation Act, the undersigned, being the holders of all the voting shares of Ashtin Kelly Asset Management, Inc. (the "Corporation"), do hereby consent to and take the following action and adopt the following resolutions in writing and without notice and without a meeting:

WHEREAS, the Board of Directors of this Corporation has recommended the adoption and approval of the Amended and Restated Articles of Incorporation in the form presented to the shareholders.

RESOLVED, that such Amended and Restated Articles of Incorporation is hereby adopted and approved.

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized to do any and all things necessary or appropriate in order to carry out the intent and purpose of these resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Consent of Shareholders Without a Meeting as of the day and year first above written.



W. Jonathan Wride

SHAREHOLDER

ASHTIN KELLY ASSET MANAGEMENT, INC.

Naples, Florida
October 15, 1997

**ACTION BY UNANIMOUS CONSENT OF DIRECTORS WITHOUT A
MEETING**

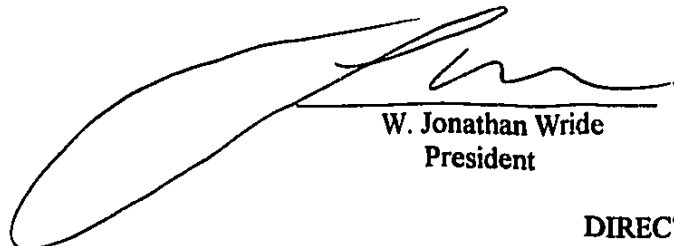
The undersigned, being all of the members of the Board of Directors of Ashtin Kelly Asset Management, Inc., a Florida corporation (the "Corporation"), in lieu of action taken at a meeting and pursuant to Chapter 607.0821 of the Florida Business Corporation Act, hereby authorize, approve, and adopt the following resolutions by unanimous consent:

RESOLVED, that the form of Amended and Restated Articles of Incorporation, a copy of which is attached hereto, is hereby approved.

FURTHER RESOLVED, that such Amended and Restated Articles of Incorporation be presented to the shareholders of this Corporation for adoption and approval and that this Board of Directors hereby recommends to the shareholders that the Amended and Restated Articles of Incorporation be adopted and approved.

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized to do any and all things necessary or appropriate in order to carry out the intent and purpose of these resolutions.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors, have executed this Action by Written Consent of the Directors as of the day and year first above written.



W. Jonathan Wride
President

DIRECTOR