

P97000062232

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700057514517

07/18/05--01025--005 **35.00

FILED
05 JUL 18 PM 12:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Restate
Amen

FILED JUL 20 2005

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WORKABLE SOLUTIONS, INC.

DOCUMENT NUMBER: P97000062232

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

L. Todd Budgen

(Name of Contact Person)

Budgen Law Firm, P.L.

(Firm/ Company)

1211 Orange Avenue, Suite 105

(Address)

Winter Park, FL 32789

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

L. Todd Budgen

(Name of Contact Person)

at (407)

481-2888

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WORKABLE SOLUTIONS, INC.

FILED
JUL 18 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Workable Solutions, Inc., whose original Articles of Incorporation were filed by the Florida Department of State on July 17, 1997 under the name of Workable Solutions, Inc., does hereby amend and restate its Articles of Incorporation by filing the following Restated Articles of Incorporation, pursuant to Section 607.1007, of the Florida Business Corporation Act (the "Act").

ARTICLE I

Name

The name of the Corporation is Workable Solutions, Inc.

ARTICLE II

Duration

The Corporation shall exist perpetually, commencing July 17, 1997.

ARTICLE III

Purpose

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized Par Value.

The Corporation is authorized to issue the following shares of capital stock:

- (1) Common Stock. The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 10,000,000 with a par value of \$0.00 per share.

A. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

B. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Registered Office and Agent: Principal Place of Business

The street address of the registered office of the Corporation shall be 4409 Parkbreeze Court, Orlando FL 32808, and the registered agent of the Corporation at such address shall be Terry W. McCorvie. The principal place of business and the mailing address of the Corporation shall be 4409 Parkbreeze Court, Orlando FL 32808. The Corporation may change its registered agent, the location of its registered office, its principal place of business, or its mailing address, or any of the foregoing, from time to time without amendment of these Restated Articles of Incorporation.

ARTICLE VI

Directors

The number of Directors of this Corporation shall be the number from time to time fixed by the shareholders or by the Directors, in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than one.

ARTICLE VII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE V

Amendment of Restated Articles of Incorporation


These Restated Articles of Incorporation may be amended in the manner from time to time provided by law and any right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Act on July 13, 2005 and by the holders of the shares of Common Stock, being the sole shares entitled to vote thereon, in accordance with the Act, on July 13, 2005, and the number of votes cast for the foregoing Restated Articles of Incorporation was sufficient for approval by such holders of Common Stock.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 13th day of July 2005.

WORKABLE SOLUTIONS, INC.

By: 
Terry W. McCorvie
President and Chief Executive Officer

STATE OF FLORIDA,
COUNTY OF ORANGE

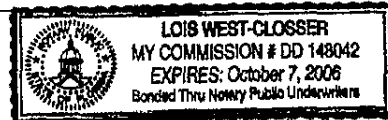
The foregoing instrument was acknowledged before me this 13 day of July 2005, by Terry W. McCorvie as President and Chief Executive Officer for Workable Solutions, Inc.

Print: Lois West-Closser
Notary Public

My commission expires on:

Oct 7, 2006

Personally Known ✓ OR Produced Identification _____

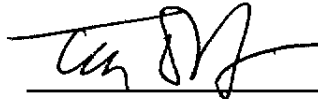


UNANIMOUS WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING OF THE
BOARD OF DIRECTORS
OF
WORKABLE SOLUTIONS, INC.

Pursuant to the Florida Business Corporation Act, the undersigned hereby adopts the following resolutions as the sole members of the Board of Directors of Workable Solutions, Inc. ("Corporation"):

RESOLVED, that the attached AMENDED AND RESTATED ARTICLES OF INCORPORATION are hereby ratified and approved, including but not limited to changes to the stated par value of shares, deletion of preferred stock, and change of addresses.

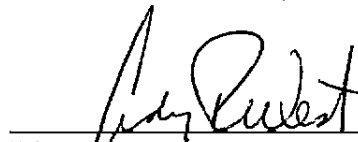
FURTHER RESOLVED, that this Written Consent shall be effective as of July 13th, 2005.



Director

Print Name:

Terry McBurne



Director

Print Name:

Adam West

WRITTEN CONSENT
IN LIEU OF SPECIAL
MEETING OF THE SHAREHOLDERS
OF WORKABLE SOLUTIONS, INC.

Pursuant to the Florida Business Corporation Act, the undersigned as a majority of the Shareholders of Workable Solutions, Inc. hereby adopt and consent to the following resolutions:

RESOLVED, that the attached AMENDED AND RESTATED ARTICLES OF INCORPORATION are hereby ratified and approved, including but not limited to changes to the stated par value of shares, deletion of preferred stock, and change of addresses.


FURTHER RESOLVED, that the resolutions adopted in that certain UNANIMOUS WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF WORKABLE SOLUTIONS, INC. as of July 13, 2005 by the members of the Board of Directors of the Corporation are hereby ratified and confirmed;

FURTHER RESOLVED, that this Written Consent shall be effective as of July 13th, 2005.

SHAREHOLDERS:



Printed Name: Terry McCornie



Printed Name: Adam West

The date of each amendment(s) adoption: July 13th, 2005

Effective date if applicable: July 13th, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 13th day of July, 2005

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Terry McCorvie

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

FILING FEE: \$35