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Iqbal & Daugherty, P.A.  
Requestor's Name

1501 Park Avenue East  
Address

Tallahassee, FL 878-2411  
City/State/Zip Phone #

FILED  
00 OCT 19 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Capital Resource and Financial, Inc.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. FlagShip Mortgage Bank 300003432879--0  
(Corporation Name) (Document #) -10/20/00--01001--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 10/20/00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

AMENDMENTS	
<input checked="" 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

will pick up

RECEIVED  
00 OCT 19 PM 3:40  
DIVISION OF CORPORATION

G. COULLETTE OCT 19 2000

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CAPITAL RESOURCE AND FINANCIAL, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1007, *Florida Statutes*, Capital Resource and Financial, Inc. adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be: Capital Resource and Financial, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 982 West Brevard Street, D #22, Tallahassee, Florida 32304.

**ARTICLE III - SHARES**

**Section 1 - Classes of Stock:** The total number of shares of all classes of capital stock which this corporation shall have authority to issue is 22,000,000, consisting of:

- A. 2,000,000 shares of preferred stock ("Preferred Stock"); and
- B. 20,000,000 shares of common stock, par value one one-hundredth of a cent (\$0.001) per share ("Common Stock").

No holder of any class of stock of this corporation has preemptive rights with respect to the issuance of shares of that or any other class of stock.

**Section 2 - Common Stock:** There shall be one class of Common Stock. Each share of Common Stock shall have the same relative rights and be identical in all respects with every other share of Common Stock. The holders of Common Stock are entitled to elect the members of the Board of Directors of this corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of this corporation. Each holder of Common Stock is entitled to one vote per share. The holders of Common Stock are not entitled to cumulative voting rights with respect to the election of directors.

**Section 3 - Preferred Stock:** The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

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#### ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the initial registered agent are Elizabeth Mazzio 982 West Brevard Street, D #22, Tallahassee, Florida 32304.

#### ARTICLE V - DIRECTORS

The number of directors shall not be fewer than one. A majority of the full board of directors may, at any time during the year following the first annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill any resulting vacancies. The names and street address of the first director of this corporation are Elizabeth Mazzio, 982 West Brevard Street, D #2, Tallahassee, Florida 32304.

IN WITNESS WHEREOF, the undersigned authorized officer of this corporation executed these Amended and restated Articles of Incorporation on this 19<sup>th</sup> day of October, 2000.

CAPITAL RESOURCE AND FINANCIAL, INC.

Elizabeth Mazzio  
Elizabeth Mazzio, President

#### CONSENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply With the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Elizabeth Mazzio  
Elizabeth Mazzio

10/19/00  
Date

**CERTIFICATE ACCOMPANYING**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CAPITAL RESOURCE AND FINANCIAL, INC.**

Pursuant to the provisions of Section 607.1007, *Florida Statutes*, Capital Resource and Financial, Inc. ("Corporation") hereby submits the following Certificate accompanying its Amended and Restated Articles of Incorporation ("Restatement"):

1. The Restatement contains amendments to the Corporation's Articles of Incorporation ("Articles") that required shareholder approval.
2. Article III of the Articles was amended by the Restatement to read in its entirety:

**"ARTICLE III - SHARES**

***Section 1 - Classes of Stock:*** The total number of shares of all classes of capital stock which this corporation shall have authority to issue is 22,000,000, consisting of:

- A. 2,000,000 shares of preferred stock ("Preferred Stock"); and
- B. 20,000,000 shares of common stock, par value one one-hundredth of a cent (\$0.001) per share ("Common Stock").

No holder of any class of stock of this corporation has preemptive rights with respect to the issuance of shares of that or any other class of stock.

***Section 2 - Common Stock:*** There shall be one class of Common Stock. Each share of Common Stock shall have the same relative rights and be identical in all respects with every other share of Common Stock. The holders of Common Stock are entitled to elect the members of the Board of Directors of this corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of this corporation. Each holder of Common Stock is entitled to one vote per share. The holders of Common Stock are not entitled to cumulative voting rights with respect to the election of directors.

***Section 3 - Preferred Stock:*** The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation."

3. Article V of the Articles was amended by the Restatement to read in its entirety:

**"ARTICLE V - DIRECTORS**

The number of directors shall not be fewer than one. A majority of the full board of directors may, at any time during the year following the first annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill any resulting vacancies. The names and street address of the first director of this corporation are Elizabeth Mazzio, 982 West Brevard Street, D #2, Tallahassee, Florida 32304."

4. The foregoing amendments were adopted through a Written Consent to Action of the Corporation's sole shareholder on October 19, 2000.

**IN WITNESS WHEREOF**, the undersigned authorized officer of the Corporation executed this Certificate on this 19<sup>th</sup> day of October, 2000.

**CAPITAL RESOURCE AND FINANCIAL, INC.**

  
Elizabeth Mazzio, President