

P97000077169
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: AK Holdings Corporation
(Proposed corporate name - must include suffix)

100002422351--2
-02/05/98-01051-010
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: William Jonathan Wride
Name (printed or typed)

400 Fifth Ave South
Address

Naples, Florida 34102
City, State & Zip

(941) 435-3888
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB -5 PM 2:15

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AK HOLDING CORPORATION**

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 AK Holding Corporation.

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 and/or to act as a holding corporation for such subsidiaries.
- 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.

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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 and 2,000,000 shares of preferred stock.

ARTICLE V - Preemptive Rights

No shareholders 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 Corporation's 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 X - Bylaws

The bylaws of the Corporation may be adopted, altered, amended, or repealed by the majority vote of either the directors and 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 29th day of January, 1998.

AK HOLDING CORPORATION

By: _____

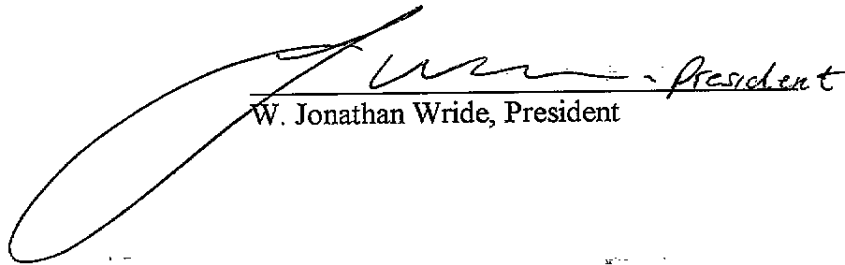
W. Jonathan Wride
W. Jonathan Wride
President

CERTIFICATE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AK HOLDING CORPORATION

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 AK Holding Corporation (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 January 29, 1998.
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 January 29, 1998, in accordance with Section 607.0704, Florida Statutes.

Signed this 29th day of January, 1998.


W. Jonathan Wride, President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

AK Holdings Corporation

2. The name and address of the registered agent and office is:

William Jonathan Wride

(NAME)

400 Fifth Ave. South.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Naples, FL 34102

(CITY/STATE/ZIP)

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.


(SIGNATURE)

1-29-98
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314