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FROM: HOLLAND & KNIGHT OF JACKSONVILLE

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NAME: DIAMOND ARCHITECTS, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIAMOND ARCHITECTS, INC.

Pursuant to Sections 607.1805, 607.1007, and 621.05, Florida Statutes, Diamond Architects, Inc., for the purpose of changing its corporate nature to that of a professional service corporation, hereby amends and restates in its entirety its Articles of Incorporation as follows:

ARTICLE I. NAME

The name of the corporation is: Diamond Architects, P.A.

ARTICLE II. ADDRESS

The street address of the principal office and the mailing address of the corporation are:

1200 Riverplace Blvd., #107
Jacksonville, Florida 32207

ARTICLE III. DURATION

The corporation will exist perpetually.

ARTICLE IV. PURPOSE

The sole and specific purpose of this corporation shall be as follows:

(a) To engage in every phase and aspect of the business of rendering to the public the same professional services that a duly licensed architect under the Chapter 481 of the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render such professional services;

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(b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above described professional services.

(c) In general, to have and exercise all powers conferred by the laws of the state of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the corporation's registered office is 1200 Riverplace Blvd., #107, Jacksonville, Florida 32207, and John J. Diamond is the corporation's registered agent at that address to accept service of process within this state.

ARTICLE VII. BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one.

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person

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as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned officer, on behalf of the corporation, has executed these Amended and Restated Articles of Incorporation as of June 1, 1998.

DIAMOND ARCHITECTS, INC.

By: 
John J. Diamond, President

OFFICERS' CERTIFICATE

The undersigned officer, on behalf of Diamond Architects, Inc., hereby certifies as follows:

(a) The foregoing Amended and Restated Articles of Incorporation do contain an amendment to the Articles of Incorporation requiring shareholder approval.

(b) The foregoing Amended and Restated Articles of Incorporation were adopted by the sole shareholder of the corporation, therefore constituting a sufficient number of votes for approval, on June 1, 1998.

DIAMOND ARCHITECTS, INC.

By: 
John J. Diamond, President

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