

Modern Business Associates

MBA

P98000002006

February 27, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

**RE: Amended and Restated Articles of Incorporation for:
Modern Business Associates IV, Inc.
Florida Corporation No. P98000002006
Filing Date: January 8, 1998**

400002451364--6
-03/09/98--01157--013
*****87.50 *****87.50

Dear Ms. Mortham:

Enclosed please find two originals of the Amended and Restated Articles of Incorporation of Modern Business Associates IV, Inc. These documents are being sent for filing with the Secretary of State, Division of Corporation's office.

In addition, please find the following:

Check made payable to the Florida Secretary of State for \$87.50

The check is broken down as follows:

\$35.00 - Filing Fee for the Amended and Restated Articles of Incorporation
\$52.50 - Certified Copy Fee

Kindly send to my attention the certified copy of the Amended and Restated Articles of Incorporation for this corporation after they are filed. Please call me at (813) 712-9276 if you have any questions.

Yours truly,

Beverly Sinopla
Beverly Sinopla
Regulatory Affairs/Compliance Manager

cc: August R. Curcio

Enclosure

secofstate.filingdocs.f27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 8:34

Amend + Restate
3-30-98
CC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1998

MBA
BEVERLY SINOPLE
101 PHILIPPE PKWY., STE. 305
SAFETY HARBOR, FL 34695

SUBJECT: MODERN BUSINESS ASSOCIATES IV, INC.
Ref. Number: P98000002006

We have received your document for MODERN BUSINESS ASSOCIATES IV, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 598A00013202



March 25, 1998

Florida Department of State
Division of corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Cheryl Coulliette

RE: Modern Business Associates IV, Inc.
Ref. Number P98000002006

Dear Ms. Coulliette:

In response to your letter dated March 11, 1998, regarding deficiencies in the Amended and Restated Articles of Incorporation, I enclose two original revised documents which show the unanimous adoption by all Directors and Shareholders of the Corporation on March 15, 1998 (see Section 3 of Article XIII).

FEB. 27
Per my original request of ~~March 2~~, 1998 asking that your office forward a certified copy of the Amended and Restated Articles of Incorporation after filing, and enclosing a check in the amount of \$52.50, please forward to my attention.

Thank you for your assistance in the matter.

Yours truly,

Beverly Sinopli
Beverly Sinopli
Regulatory Affairs/Compliance Manager

FEB. 27
Enclosures: Letters of ~~March 2~~, 1998 and March 11, 1998

Providing Innovative Business Solutions

101 Philippe Parkway, Suite 305 • Safety Harbor, FL 34695
Ph: (813) 712-9276 • Fax: (813) 799-2377

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MODERN BUSINESS ASSOCIATES IV, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 8:34

The undersigned, being the sole director of the Corporation and in accordance with the provisions of Section 607.1007, Florida Statutes, hereinafter referred to as the Corporation, hereby amends and restates the Articles of Incorporation of Modern Business Associates IV, Inc., a Florida corporation, which original Articles of Incorporation were filed with the Secretary of State, State of Florida on January 8, 1998 as follows:

ARTICLE I - NAME

The name of the Corporation shall be **MODERN BUSINESS ASSOCIATES IV, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 8:34

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 101 Philippe Parkway, Suite 305, Safety Harbor, Florida 34695.

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 101 Philippe Parkway, Suite 305, Safety Harbor, Florida 34695.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 101 Philippe Parkway, Suite 305, Safety Harbor, Florida 34695.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **August R. Curcio**.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

Name

Address

ERNEST L. MASCARA

101 Philippe Parkway
Suite 305
Safety Harbor, Florida 34695

Section 3. After the filing of these Amended and Restated Articles of Incorporation, the Board of Directors of the Corporation shall be comprised of seven individuals whose names and addresses are as follows:

STEPHEN D. HOVE	101 Philippe Parkway Suite 305 Safety Harbor, Florida 34695
JACK S. RICE, SR.	101 Philippe Parkway Suite 305 Safety Harbor, Florida 34695
JACK S. RICE, JR.	101 Philippe Parkway Suite 305 Safety Harbor, Florida 34695
ERNEST L. MASCARA	The Glades Building, Suite 303 877 Executive Center Drive West St. Petersburg, Florida 33702
MARK LETTELIER	101 Philippe Parkway Suite 305 Safety Harbor, Florida 34695
DAVID SCHIFINO	101 Philippe Parkway Suite 305 Safety Harbor, Florida 34695
AUGUST R. CURCIO	101 Philippe Parkway Suite 305 Safety Harbor, Florida 34695

Section 4. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than three (3) but not greater than seven (7).

Section 5. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE IX - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE X - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or

not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE XI - OFFICERS

Section 1. The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
Mark Lettelleir	President
August R. Curcio	Chief Executive Officer
Jack S. Rice Sr.	Vice-President
Jack S. Rice Jr.	Vice-President
Ernest L. Mascara	Vice-President, Secretary
Stephen D. Hove	Vice-President
David Schifino	Treasurer

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws, and shall serve until their successors are chosen and qualify.

Section 4. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Ernest L. Mascara	The Glades Building, Suite 303 877 Executive Center Drive West St. Petersburg, Florida 33702

ARTICLE XIII - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES


Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved

by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

Section 3. These Amended and Restated Articles of Incorporation were unanimously adopted by all Directors and Shareholders of the Corporation on March 15, 1998.

IN WITNESS WHEREOF, for purposes filing these Amended and Restated Articles of Incorporation for the Corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 15th day of **March**, 1998 which is the date of adoption.



Ernest L. Mascara, Sole Director

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **MODERN BUSINESS ASSOCIATES IV, INC.**

2. The name and address of the registered agent and office is: **August R. Curcio**
101 Philippe Parkway
Suite 305
Safety Harbor, Florida 34695

SIGNATURE: 
Ernest L. Mascara

TITLE: **Director**

DATE: **March 15, 1998**

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: 
August R. Curcio

DATE: **March 15, 1998**