

P98000044398

Requestor's Name	
Address	
City/State/Zip	Phone #

100002735631--9  
-01/08/99--01120--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Office Use Only

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

- 1.
- 2.
- 3.
- 4.

Please mail ~~in~~ filed  
Articles of Amendment  
to (813) 969-1995



ALESSANDRI & ALESSANDRI, P.A.  
CERTIFIED PUBLIC ACCOUNTANTS  
5121 EHRLICH ROAD, SUITE 106B  
TAMPA, FLORIDA 33624

*Handwritten:*   
1/6/98

atus

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

AMENDMENTS	
<input 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

*Handwritten:*   
Amend  
1-14-99  
DAS

RECEIVED  
TALLAHASSEE, FLORIDA

99 JAN -8 AM 10:54

FILED

**FILED**

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION**

**Of Clark Contracting, Inc.**

99 JAN -8 AM 10:54  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

Clark Contracting, Inc., a corporation of the State of Florida, whose principal office is located at 5364 Ehrlich Road, Suite 102, Tampa, Florida 33624 certified pursuant to the laws of the state of Florida that a meeting of the stockholders of said corporation called for the purpose of amending the articles of incorporation, and held on December 15, 1998, it was resolved, by the unanimous vote of the holders of the shares of capital stock entitled to vote, that ARTICLE III, Shares, of the Articles of Incorporation is amended to read as below and ARTICLES VI to XIV are hereby added.

**ARTICLE III**

**SHARES**

The aggregate number of shares of stock, which this Corporation shall have authority to issue, is 1,000 shares of common stock (each with no par value).

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitation, if any, as may set forth in the bylaws of the Corporation.

The board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications or term or conditions of redemption of the stock.

## **ARTICLE VI**

### **Purpose**

The Corporation may engage or transact in any or all lawful activities permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

## **ARTICLE VII**

### **Powers of Corporation and Term of Existence**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

The Corporation shall have perpetual existence.

## **ARTICLE VIII**

### **Bylaws and Amendment**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholder in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

## **ARTICLE IX**

### **Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

## **ARTICLE X**

### **Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- d. Dissolution of the corporation;

## **ARTICLE XI**

### **Directors**

A. The business of the corporation shall be managed initially by a board of one (1) director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director(s).

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for a cause by the affirmative vote of 100% of the outstanding shares of classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or

special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

## **ARTICLE XII**

### **Long Term Employment Contract**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for a period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

## **ARTICLE XIII**

### **Pre-Emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue

bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation

#### **ARTICLE XIV**

##### **Fiscal Year and Section 1244, Election of IRC Sub-Chapter S**

The fiscal year for this Corporation shall end on December 31. The Company elects the provision of Section 1244 and Sub Chapter S of the Internal Revenue Code of the United States of America.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this

29 day of Dec -, 1998.



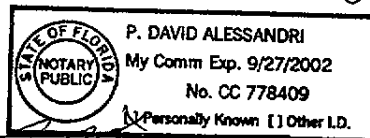
Gary R. Clark  
President

STATE OF FLORIDA

COUNTY OF Hillsborough

BEFORE ME, the above signed officer, duly authorized to administer oaths and take acknowledgments, personally appeared Mr. Gary R. Clark who after being duly cautioned and sworn, did depose and say that he had affixed his name to the foregoing Articles of Amendment to Articles of Incorporation of Clark Contracting, Inc. as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Hillsborough County, Florida, this 29 day of December, 1998.



  
Notary Public