

P980000067642

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-01/29/01--01117--017
*****35.00 *****35.00

SUBJECT: ARTICLES OF RESTATEMENT
LAC II, INCORPORATED

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF RESTATEMENT AND A
CHECK FOR:

\$35.00 FILING FEE.

FROM: MICHAEL J. QUICKER, ESQ.
240 N. WASHINGTON BLVD.
SUITE 325
SARASOTA, FLORIDA 34230-4234
(941) 951 0101

FILED
01 JAN 29 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE

Restated Arts
2-9-01
ms



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 2001

MICHAEL J. QUICKER, ESQ.
SUITE 325
240 NORTH WASHINGTON BOULEVARD
SARASOTA, FL 34230-4234

SUBJECT: LAC II, INCORPORATED
Ref. Number: P98000067642

We have received your document for LAC II, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 901A00006459

RECEIVED
01 FEB -8 AM 9:14
DIVISION OF CORPORATIONS

CERTIFICATE OF RESTATEMENT
OF
LAC II, INCORPORATED

The undersigned, being all the shareholders of LAC II, INCORPORATED, a Florida corporation, pursuant to §§607.0704 and 607.0705, Florida Statutes, do consent to and take the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

RESOLVED, that pursuant to §607.1007, Florida Statutes, the Articles of Restatement are hereby ratified and adopted.

RESOLVED, that all steps as may be necessary are authorized to file the Articles of Restatement as required with the Department of State.

LAC II, INCORPORATED

By: *Laura A. Carlin*
Laura A. Carlin
Sole Shareholder and as Director, President
and Corporate Secretary

Dated: 1/25/01

[Corporate Seal]

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

01 JAN 29 PM 2:18

FILED

**ARTICLES OF RESTATEMENT
(INCORPORATION)
OF
LAC II, INCORPORATED**

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF RESTATEMENT, BEING THE SOLE SHAREHOLDER, ADOPT THESE RESTATED ARTICLES TO FORM A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, F.S. CHAPTER 607, AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. CORPORATE NAME

THE NAME OF THE CORPORATION IS LAC II, INCORPORATED

ARTICLE II. CORPORATE ADDRESS

THE PRINCIPAL OFFICE OF THIS CORPORATION IS 6523 S. TAMiami TRAIL SARASOTA, FLORIDA 34231, AND THE MAILING ADDRESS IS 6523 S. TAMiami TRAIL SARASOTA, FLORIDA 34231.

ARTICLE III. PURPOSE

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLE IV. TERM OF EXISTENCE

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE STARTING ON AUGUST 01, 1998, THE DATE THESE ARTICLES OF INCORPORATION WERE FILED WITH THE

FLORIDA DEPARTMENT OF STATE ON JULY 27, 1998.

ARTICLE V. CAPITAL STOCK

THE CAPITAL STOCK OF THE CORPORATION SHALL BE SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1.00 PER SHARE.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 3012 VINSON AVENUE, SARASOTA, FL 34232. THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS LAURA A. CARLIN.

ARTICLE VII. BOARD OF DIRECTORS

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY ITS BOARD OF DIRECTORS. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE MEMBER. THE NAME OF THE MEMBER OF THE FIRST BOARD OF DIRECTORS IS:

NAME	ADDRESS
LAURA A. CARLIN	3012 VINSON AVENUE, SARASOTA, FL 34232

ARTICLE VIII. SUBSCRIBER

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF RESTATEMENT AS SUBSCRIBER IS:

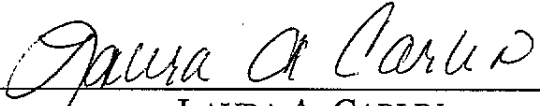
NAME	ADDRESS
LAURA A. CARLIN	3012 VINSON AVENUE, SARASOTA, FL 34232

ARTICLE X. AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY

PROVISIONS IN THESE ARTICLES OF RESTATEMENT (INCORPORATION) IN THE MANNER PROVIDED BY LAW. ANY RIGHT CONFERRED ON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER EXECUTED THESE ARTICLES OF RESTATEMENT ON JANUARY 25, 2001.



LAURA A. CARLIN
SOLE SHAREHOLDER AND AS DIRECTOR,
PRESIDENT AND CORPORATE SECRETARY

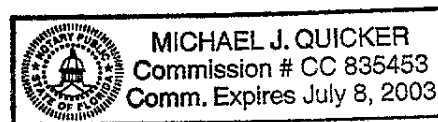
STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING ARTICLES OF INCORPORATION WERE ACKNOWLEDGED BEFORE ME ON JANUARY 26, 2001, BY LAURA A. CARLIN, WHO IS PERSONALLY KNOWN TO ME.



NOTARY PUBLIC - STATE OF FLORIDA

AFFIX SEAL



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