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Division of Corporations
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From: **BARBARA ROWE**
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FLORIDA PROFIT CORPORATION OR P.A.

Tepee Ventures, P.A.

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ARTICLES OF AMENDMENT TO AND RESTATEMENT
OF ARTICLES OF INCORPORATION
OF
TEPEE VENTURES, P.A.

THE UNDERSIGNED, Thomas P. Adams, as President, and Nancy C. McCall Adams, as Executive Vice President, of TEPEE VENTURES, P.A., a Florida professional service corporation (the "Corporation"), for and on behalf of the Corporation, hereby file the Corporation's Articles of Amendment to and Restatement of its Articles of Incorporation (the "Amendment") pursuant to written action taken by holders of record of all of the issued and outstanding shares of the Corporation's single class of capital stock, and each states that such restatement contains amendments requiring shareholder approval and the number of such shares represented by those holders voting in favor of such amendments and of the restatement of the Corporation's Articles of Incorporation was sufficient for their respective approval by the Corporation's shareholders:

1. The name of the Corporation is TEPEE VENTURES, P.A.; such name, however shall be changed to "TEPEE VENTURES, INC.", as the business purpose of the Corporation is being changed pursuant to the terms of Section 621.13(4), Florida Statutes. Accordingly, this Corporation shall no longer be a professional service corporation governed by Chapter 621, Florida Statutes, but shall be recognized as a corporation organized under Chapter 607, Florida Statutes.

2. The current Articles of Incorporation of the Corporation are hereby amended in their entirety and, as so amended, restated to read as follows:

ARTICLES OF INCORPORATION
OF
TEPEE VENTURES, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
Corporate Name and Principal Office

The name of this corporation is Tepee Ventures, Inc., and its principal office and mailing address is 4320 West El Prado Boulevard, Suite 20, Tampa, Florida 33629.

ARTICLE II
Commencement of Corporate Existence

The corporation shall come into existence on December 14, 1998.

ARTICLE III
General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV
Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be Five Hundred (500) shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

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ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the registered agent of the corporation at such address shall be Edward O. Savitz.

ARTICLE VI
Incorporator

The name and address of the corporation's incorporator are:

<u>Name</u>	<u>Address</u>
Nancy C. McCall Adams	4320 West El Prado Boulevard, Suite 20 Tampa, Florida 33629

ARTICLE VII
By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation. Such by-laws may contain provisions: (a) regulating or restricting the sale, transfer, exchange or other disposition of any of the outstanding shares of the corporation; (b) restricting the continued holding of any such shares; or (c) requiring the redemption of any such shares on a fair and just basis. Any such provision may be made applicable upon the death or disability of a shareholder, upon his termination of active service to or on behalf of the corporation, or otherwise; provided, that each shall be adopted, altered, amended or repealed by the holders of not less than a two-thirds majority interest in the corporation's outstanding shares.

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ARTICLE VIII
Indemnification

If the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, Florida Statutes, as then in effect, or by any successor law thereto.

3. The foregoing Articles of Amendment to and Restatement of the Corporation's Articles of Incorporation were duly adopted by written consent of the holders of all shares of the Corporation's issued and outstanding common voting stock, in accordance with the provisions of Section 607.0704, Florida Statutes, and, by operation of subsection (5) thereof, not in contravention of the requirements of §§607.1003 or .1007, Florida Statutes, the initial such consent being dated and received by the Corporation on February 20, 2003, and the consent providing the required majority in interest authorization for the proposed action being dated and received on February 20, 2003, without any such consents being revoked within the intervening period.

4. These Articles of Amendment to and Restatement of the Corporation's Articles of Incorporation shall become effective at the time of their filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles on February 20, 2003.

TEPEE VENTURES, INC.

By: [Signature]
Thomas P. Adams, President

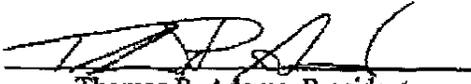
By: [Signature]
Nancy C. McCall Adams,
Executive President

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

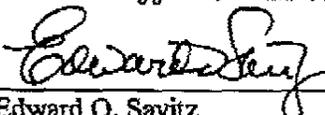
Pursuant to the provisions of §§48.091 and 607.0502, Florida Statutes, TEPEE VENTURES, INC., hereby designates Edward O. Savitz, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

TEPEE VENTURES, INC.

By: 
Thomas P. Adams, President

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Edward O. Savitz

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