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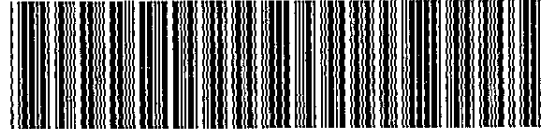
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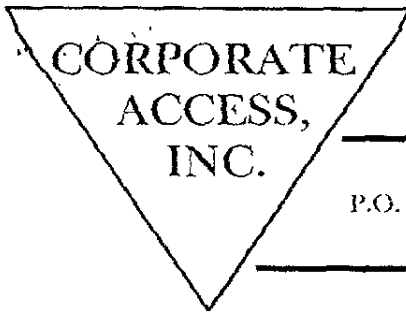
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Amend & Rest.

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Amend

1.

AVALON Development Enterprises, Inc.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVALON DEVELOPMENT ENTERPRISES, INC.
A Florida Corporation

FILED
2005 DEC -5 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Charles P. Godels certifies that:

1. Charles P. Godels is the duly elected and acting President and duly elected and acting Secretary of the corporation herein above named.
2. The Articles of Incorporation of the corporation shall be amended and restated to read in full as follows:

ARTICLE I.

The name of the corporation shall be Avalon Development Enterprises, Inc. and shall be governed by Title XXXVI Chapter 607 of the Florida Statutes.

ARTICLE II.

The nature of the business of the corporation shall be to engage in any lawful activity permitted by the laws of the State of Florida, and desirable to support the continued existence of the corporation.

ARTICLE III.

The total authorized capital stock of the corporation shall be Seventy-Five million (75,000,000) shares of \$.01 par value common stock, all or any part of which capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered shall be deemed the fully paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Each share of stock shall have voting privileges and will be eligible for dividends.

ARTICLE IV.

The amount of capital with which this corporation shall commence shall be One Hundred Dollars and NO/100 (\$200.00).

ARTICLE V.

The corporation shall have perpetual existence.

ARTICLE VI.

The principal place of business of this corporation shall be:

770 First Avenue North
St. Petersburg, Florida 33701

Located in Pinellas County, Florida. The corporation shall have the power to establish other offices both within and without the State of Florida. The registered agent and the office of the resident agent shall be as follows:

Charles P. Godels: 770 First Avenue North, St. Petersburg, Florida 33701.

ARTICLE VII.

The governing board of this corporation shall be known as Directors, which shall consist of not less than one (1) Director and not more than fifteen (15) directors and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this corporation, provided that the number of directors shall not be reduced to less than one (1) Director. The election of directors shall be on an annual basis. Each of the said Directors shall be of full and legal age. A quorum for the transaction of business shall be a simple majority of the Directors so qualified and present at a meeting. Meetings of the Board of Directors may be held within or without the State of Florida and members of the Board of Directors need not be stockholders.

ARTICLE VIII.

The names and post office addresses of the Board of Directors of the corporation are:

Charles P. Godels: 770 First Avenue North, St. Petersburg, Florida 33701
Madanna Yovino: 6103 Zelma Road, Lutz, Florida 35558
Laura L. Larsen: 7524 17th Lane N., St. Petersburg, Florida 33702
Michael T. Jones: 135 Laughing Gull Lane, Palm Harbor, Florida 34683
David E. Dunn: 329 Allenview Drive, Mechanicsburg, Pennsylvania 17055

ARTICLE IX.

The names and post office addresses of the Officers, subject to this Charter and the By- Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of business

or until removal, resignation or an election is held by the Board of Directors for the election of the officers and or the successors have been duly elected and qualified are:

Charles P. Godels: 770 First Avenue North, St. Petersburg, Florida 33701
Madanna Yovino: 6103 Zelma Road, Lutz, Florida 35558
Laura L. Larsen: 7524 17th Lane N., St. Petersburg, Florida 33702
Laura L. Larsen: 7524 17th Lane N., St. Petersburg, Florida 33702
David E. Dunn: 329 Allenvue Drive, Mechanicsburg, Pennsylvania 17055

ARTICLE X.

The names and post office addresses of the subscribers to these Articles of Incorporation are:

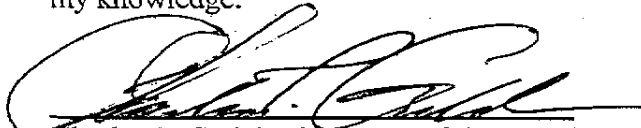
Charles P. Godels: 770 First Avenue North, St. Petersburg, Florida 33701.
Madanna Yovino: 6103 Zelma Road, Lutz, Florida 35558
Laura L. Larsen: 7524 17th Lane N., St. Petersburg, Florida 33702
Laura L. Larsen: 7524 17th Lane N., St. Petersburg, Florida 33702
David E. Dunn: 329 Allenvue Drive, Mechanicsburg, Pennsylvania 17055

ARTICLE XI.

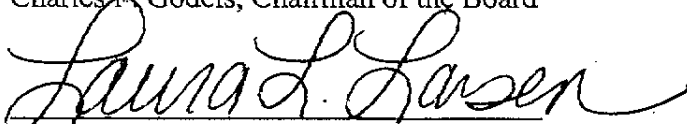
It is specified that the date when the corporate existence of the corporation shall commence is the date of filing by the Secretary of State of these Articles of Incorporation.

The undersigned, being the original incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and in pursuance of the general corporation law of the State of Florida, does make and file this certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly has hereunto set his hand this 1st day of December 1, 2005.

I further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this Amended and Restated Articles of Incorporation are true and correct to the best of my knowledge.



Charles P. Godels, Chairman of the Board



Laura L. Larsen, Secretary

DONE and DATED this 1st day of December, 2005.

STATE OF FLORIDA)
)
COUNTY OF PINELLAS) SS

On this 1st Day of December, 2005, personally appeared before me, a Notary Public in and for said County and State, Charles P. Godels, President of Avalon Development Enterprises, Inc., who proved to be the above named officer and acknowledged that he executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me
this 1st Day of December, 2005.

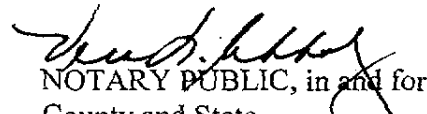

NOTARY PUBLIC, in and for said
County and State.



STATE OF FLORIDA)
)
COUNTY OF PINELLAS) SS

On this 1st Day of December, 2005, personally appeared before me, a Notary Public in and for said County and State, Laura L. Larsen, Secretary of Avalon Development Enterprises, Inc., who proved to be the above named officer and acknowledged that she executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me
this 1st Day of December, 2005.


NOTARY PUBLIC, in and for said
County and State.



**SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF
AVALON DEVELOPMENT CORPORATION**

The undersigned, constituting the members of the Board of Directors of Avalon Development Corporation, a Florida corporation (the "Corporation"), pursuant to Sections 607.0702(1)(a)(4)(b)1, 2, 3 and 607.0706 of the Florida Statutes, Title XXXVI, Section 607 Corporations, hereby convene this special meeting of the Board of Directors at 770 First Avenue North, St. Petersburg, Florida 33701 on this 1st day of December, 2005 to discuss the recapitalization of the authorized shares and the par value of the stock of the corporation. Notice of this meeting has been waived and a copy of said waiver shall be attached to these minutes and placed in the corporate minute book. Each shareholder has been authorized to attend in person or by electronic means such as telephone.

WHEREAS, the current Board of Directors believes it is in the best interest of the Corporation to move the corporation forward from a small service corporation to an operational company. To accomplish this goal the company is proposing a capital stock reorganization. This will include the changing of the par value of the corporation's stock to a par value of \$0.01 per share from its present value of \$1.00. The Board of Directors is proposing increasing the authorized capital stock to 75,000,000 shares of common stock at the same time.

After discussing the proposed stock recapitalization the following resolutions have been adopted after appropriate motions were duly made and seconded.

BE IT RESOLVED, that in a change in the authorized capital stock to 75,000,000 shares be, and the same hereby is approved.

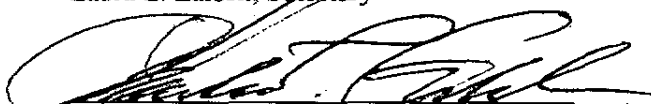
IT IS FURTHER RESOLVED, that a change in par value to \$0.01 per share be, and the same hereby is approved.

IT IS FURTHER RESOLVED, that the Board of Directors hereby direct that the appropriate officer(s) are hereby authorized to carry out these resolutions on behalf of the Corporation and are authorized, empowered, and directed, in the name of and on behalf of the Corporation, to execute and deliver all documents, to make all payments, and to perform any other act as may be necessary from time to time to carry out the purpose and intent of these resolutions. All such acts and doings of all officers which are consistent with the purposes of this resolution are hereby authorized, approved, ratified, and confirmed in all respects; and

IT IS FURTHER RESOLVED, that these Resolutions may be signed in as many counter parts as necessary and each counter part will be accepted as if all parties had signed; and

IN WITNESS WHEREOF, the undersigned have executed this document effective as of the date first written above.


Laura L. Larsen, Secretary

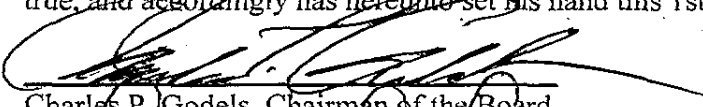

Charles P. Godels, Chairman of the Board

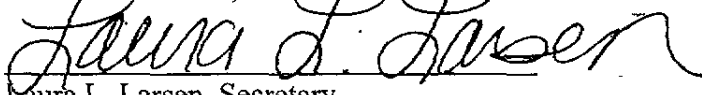
CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

In accordance with Title XXXVI, Chapter 607, Section 607.1007 of the Florida Statutes, the Board of Directors of Avalon Development Enterprises, Inc. has approved the filing of Amended and Restated Articles of Incorporation and that this Restatement does contain amendment(s) that required shareholder approval and that the Board of Directors adopted the Restatement after submission of the same to the shareholders and a majority approval by the shareholders.

The Shareholders at a meeting duly held on the 1st day of December, 2005, adopted the Restated Articles of Incorporation and any and all amendments, to the original Articles of Incorporation of Avalon Development Enterprises, Inc. and that the number of votes cast for the amendment(s) by the shareholders was sufficient for approval in accordance with Title XXXVI, Chapter 607, Section 607.1006.

The undersigned, being the President and Secretary, for the purpose of filing this Certificate with the State of Florida, and in pursuance of the general corporation law of the State of Florida does make and file this certificate, hereby declaring and certifying the facts hereinabove stated are true, and accordingly has hereunto set his hand this 1st day of December, 2005.

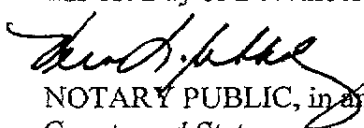

Charles P. Godels, Chairman of the Board

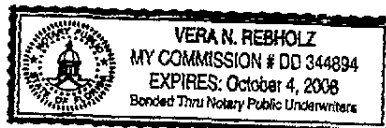

Laura L. Larsen, Secretary

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

On this 1st Day of December, 2005, personally appeared before me, a Notary Public in and for said County and State, Charles P. Godels, President of Avalon Development Enterprises, Inc., who proved to be the above named officer and acknowledged that he executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me
this 1st Day of December, 2005


NOTARY PUBLIC, in and for said
County and State.



STATE OF FLORIDA)
)
COUNTY OF PINELLAS) SS

On this 1st Day of December, 2005, personally appeared before me, a Notary Public in and for said County and State, Laura L. Larsen, Secretary of Avalon Development Enterprises, Inc., who proved to be the above named officer and acknowledged that she executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me
this 1st Day of December, 2005.


NOTARY PUBLIC, in and for said
County and State.



WRITTEN ACCEPTANCE BY REGISTERED AGENT

I, Charles P. Godels, the undersigned, being the registered agent for AVALON DEVELOPMENT ENTERPRISES, INC., do hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the said corporation. I hereby declare and certify the facts hereinabove stated are true, and accordingly hereunto set my hand this 1st day of December, 2005.



Charles P. Godels

STATE OF FLORIDA)
)
COUNTY OF PINELLAS) SS

On this 1st Day of December, 2005, personally appeared before me, a Notary Public in and for said County and State, Charles P. Godels, registered agent of Avalon Development Enterprises, Inc., who proved to be the above named registered agent and acknowledged that he executed the above instrument freely and voluntarily for the uses and purposes therein mentioned for, and on behalf of said corporation and under its corporate seal.

SUBSCRIBED and SWORN to before me
this 1st Day of December, 2005.



NOTARY PUBLIC, in and for said
County and State.

