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MICHAEL COLLARD PROPERTIES, INC.

Certificate of Status	1
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(((H06000179282 3)))

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
of
MICHAEL COLLARD PROPERTIES, INC.**

Pursuant to Chapter 607.1003, *Florida Statutes* (the "Corporation Act"), and pursuant to the resolution of all directors and shareholders attached, the Articles of Incorporation of MICHAEL COLLARD PROPERTIES, INC., a Florida corporation (the "Corporation"), filed with the Florida Secretary of State, Tallahassee, Florida, on July 13, 1999, are hereby amended and restated by replacing the existing Articles of Incorporation in their entirety with the following:

ARTICLE I - NAME

The name of the Corporation is MICHAEL COLLARD PROPERTIES, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of the Corporation is 231 W. Park Avenue, Winter Park, Florida 32789.

ARTICLE III - DURATION

The Corporation shall exist perpetually unless dissolved by operation of law.

ARTICLE IV - GENERAL PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One Dollar (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they, in their discretion, shall determine.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - BOARD OF DIRECTORS

A. The number of directors may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).

B. The name and address of the members of the Board of Directors who shall hold office until their successors are duly elected and have qualified is:

Michael A. Collard
231 West Park Avenue
Winter Park, FL 32789

ARTICLE VIII - BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

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ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE X - REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent are

Michael A. Collard
231 West Park Avenue
Winter Park, FL 32789

Having been named as Registered Agent and to accept service of process for the 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 as provided for in Chapter 608, *Florida Statutes*.



MICHAEL A. COLLARD**ARTICLE XI - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to these Articles, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this 7th of July, 2006.



MICHAEL A. COLLARD

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**RESOLUTION OF CORPORATE BOARD
MICHAEL COLLARD PROPERTIES, INC.**

The undersigned, as the sole member of the Board of Directors (the "Board") of MICHAEL COLLARD PROPERTIES, INC., a Florida corporation (the "Corporation"), hereby consents to the following actions of the Board and directs that this Certificate be placed in the minutes of the proceedings of the Board, in accordance with its Bylaws, and that the same is now in full force and effect.

1. **BE IT RESOLVED**, that the Corporation is hereby authorized to accept the resignation of Bryan P. King as an officer and director of the Corporation.

2. **BE IT FURTHER RESOLVED**, that Michael A. Collard, as the sole Director, is authorized to amend the Articles of Incorporation and file same with the Secretary of State of the State of Florida.

3. **BE IT FURTHER RESOLVED**, that any and all actions heretofore taken by Michael A. Collard, consistent with the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

Execution of this Certificate by the undersigned, being the sole member of the Board of the Corporation and the subsequent insertion of this Certificate in the records of the Corporation waives any requirement of a formal meeting of the Board to conduct the business referred to herein.

DATED as of the 7th day of July, 2006.



Michael A. Collard

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