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Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Darlene  
Division of Corporations  
Fax Number : (850) 922-4000

From: Gail S. Andre  
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407) 843-4600  
Fax Number : (407) 843-4444

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DIRECT DIAL (407) 418-6203

BASIC AMENDMENT

DC TREES, INC.

Certificate of Status	0
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Estimated Charge	\$43.75

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## Division of Corporations

**Florida Department of State**  
**Division of Corporations**  
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 Katherine Harris, Secretary of State

**Electronic Filing Cover Sheet**

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From: **Gail S. Andre**  
 Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
 Account Number : 072720000036  
 Phone : (407) 843-8600  
 Fax Number : (407) 843-4444

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 DIRECT DIAL (407) 417-6203

**BASIC AMENDMENT****DC TREES, INC.**

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DIVISION OF CORPORATIONS

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF DC TREES, INC.**

DC TREES, INC., a Florida corporation (the "Corporation"), pursuant to Sections 607.1006 and 607.1007, Florida Statutes, does hereby file the following Amended and Restated Articles of Incorporation:

The name of the Corporation is DC Trees, Inc.

The Amended and Restated Articles of Incorporation are as follows:

**ARTICLE I. CORPORATE NAME**

The name of the corporation shall be:

**DC TREES, INC.**

**ARTICLE II. NATURE OF BUSINESS**

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, county, territory or nation.

**ARTICLE III. CAPITAL STOCK**

A. Authorized Shares. This corporation is authorized to issue 20,000,000 shares of common stock, \$.01 par value per share.

B. Share Division. On the date of the filing of this Amended and Restated Articles of Incorporation with the Department of State of The State of Florida, the 10 issued and outstanding shares of the Corporation's previously authorized common stock, par value \$1.00 per share ("Old Common Stock"), shall thereby and thereupon be divided, classified and converted into 4,750,000 validly issued, fully paid and nonassessable shares of common stock of the Corporation ("Common Stock") reflecting a conversion ratio of 475,000 shares of Common Stock for 1 share of Old Common Stock. Each certificate that heretofore represented outstanding shares of Old Common Stock shall now represent the number of shares of Common Stock into which the shares of Old Common Stock represented by such certificate were divided, reclassified and converted; provided, however, that each person holding of record a stock certificate or certificates that represented outstanding shares of Old Common Stock shall receive, upon surrender of each such certificate or certificates, a new certificate or certificates evidencing or representing the number of shares of Common Stock to which such person is entitled.

**FILED**  
00 FEB - 1 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This document was prepared by:  
Bradford D. West, Esquire  
Florida Bar Number: 769525  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

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**ARTICLE IV. CORPORATE ADDRESS; REGISTERED AGENT**

The principal address for the corporation shall be 620 Burgoyne Loop, Davenport, Florida 33837.

The street address of the registered office of this corporation shall be 215 N. Eola Drive, Orlando, Florida 32801; and the name of the Registered Agent at that address shall be Bradford D. West.

**ARTICLE V. BOARD OF DIRECTORS**

This Corporation shall have a Board of Directors consisting of not less than one (1) person. The number of directors may be increased or decreased, from time to time, as provided in the Bylaws of the Corporation, but shall in no event be less than one (1) person.

**ARTICLE VI. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII. INDEMNIFICATION**

This Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced from time to time.

IN WITNESS WHEREOF, the undersigned Officer of the Corporation has executed these Amended and Restated Articles of Incorporation on the 31st day of January, 2000.

By:   
Dale H. Collier, President

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having a business office as set forth above and having been designated as the Registered Agent in the foregoing Amended and Restated Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


By:   
Bradford D. West

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CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation of DC Trees, Inc. contains an amendment to the Articles of Incorporation requiring shareholder approval and was approved by the Corporation's Board of Directors and Shareholders by Unanimous Written Consent dated effective as of January 31, 2000, and the number of votes cast for the approval of such Amended and Restated Articles of Incorporation was sufficient for approval by the shareholders of the Corporation.

Date: January 31, 2000

By:   
Dale H. Collier, President