

P99000078708

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 22 AM 11:14

7409 CALTON ARMS <sup>EC</sup>  
NEW PORT RICHEY, FL 34653  
15 AUGUST 2000

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

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-08/04/00--01069--010

\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: RESTATED CERTIFICATE OF INCORPORATION,  
DOCUMENT NUMBER P99000078708.

ENCLOSED PLEASE FIND DOCUMENT NUMBER P99000078708  
AMENDED AS OF 15 AUGUST 2000 FOR CERTIFICATION  
AND FILING BY YOUR OFFICE.

ENCLOSED IS \$35.00 TO FILE THE AMENDMENTS AND  
8.75 FOR A CERTIFICATE OF STATUS. \$35.00 + 8.75 =  
\$43.75 ENCLOSED.

SINCERELY,

Myra A. Passaro, PRESIDENT AND CEO  
STEELEY REID PASSARO

7409 CALTON ARMS <sup>EC</sup>  
NEW PORT RICHEY, FL 34653

727.845.8336

Restated cert.

V. SHEPARD AUG 24 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 16, 2000

ANGELA R. PASSARO  
STEELEY, REID, PASSARO  
7409 CARLTON ARMS DR., #C  
NEW PORT RICHEY, FL 34653

SUBJECT: STEELEY, REID, PASSARO AND COMPANY  
Ref. Number: P99000078708

We have received your document for STEELEY, REID, PASSARO AND COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 800A00044077

*Rec'd 8/22*

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STEELEY, REID, PASSARO AND COMPANY  
DOCUMENT NUMBER: P99000078708

**RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby amends the following articles of incorporation as of August 15, 2000. This Restatement was adopted by the President of Steeley, Reid, Passaro and Company (SRP), who is the sole authorized shareholder of SRP, on August 15, 2000. As indicated in Article III, her vote was sufficient to adopt this Restatement.

**ARTICLE I NAME**

The name of the corporation shall be:

Steeley, Reid, Passaro and Company

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

7409C Carlton Arms Drive  
New Port Richey, FL 34653

**ARTICLE III SHARES**

The number of shares that this corporation is authorized to have outstanding at any one time is 2000 shares, common, \$1.00 par value. The President of SRP (Angela Rebecca Passaro) is the sole authorized shareholder of any issued and outstanding shares. SRP is operated under her discretion and direction. Her vote is the only vote recognized and sufficient for approval on any matter concerning SRP.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Angela R. Passaro  
7409C Carlton Arms Drive  
New Port Richey, FL 34653

**ARTICLE V INCORPORATOR**

The name of the incorporator, who is also the President, Secretary, and Chief Executive Officer, and address to these articles of incorporation are:

Angela R. Passaro  
7409C Carlton Arms Drive  
New Port Richey, FL 34653

DOCUMENT NUMBER: P99000078708, con't

#### ARTICLE VI POWERS OF THE CORPORATION

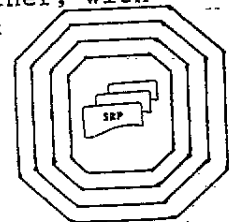
Steeley, Reid, Passaro and Company (SRP) is empowered to provide certified public accountant, investment, and other financial services to the small business community. SRP is empowered to be a market maker in its own securities. It is desirable and in the best interest of SRP that it be qualified or registered to effect securities transactions in various states; that the President and the Secretary hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register SRP as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of SRP any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from SRP and the approval and ratification by SRP of the papers and documents so executed and the action so taken.

#### ARTICLE VII EFFECTIVE DATE

SRP is formed effective September 1, 1999.

#### ARTICLE VIII COMPANY LOGO

The company logo will be three document-type symbols, one behind the other, with the initials SRP printed on the first document-type symbol, as follows:



The company logo lies on an emerald cut, shaped, surface, that is itself emerald green. The logo is inscribed in pale light green letters on the emerald green field.

#### ARTICLE IX COMPANY MOTTO

The company motto will be "Consistently Earning Your Business and Enhancing Value Throughout Time."

#### ARTICLE X COMPANY COLORS

The company colors shall be pale green and emerald green to symbolize growth and appreciation in value.

DOCUMENT NUMBER: P99000078708, con't

**ARTICLE XI OPERATIONS**

The initial business activities of SRP will be the monthly receipt of capital contributions in the form of Franklin mutual fund shares. Certified public accountant, investment, and other financial services and transactions will commence within 12 months after September 1, 2000. Certified public accountant services are required for a client to be eligible to receive investment and/or loan brokerage services.

**ARTICLE XII POWERS OF GUARANTY AND SURETYSHIP**

SRP may act as a guarantor on any and all debts incurred in the ordinary course of business for the benefit of SRP, by the President/CEO. SRP is not empowered to act as a surety on any and all debts incurred by the President/CEO.

**ARTICLE XIII MISSION**

Our mission is providing high quality, customer focussed certified public accountant, investment, and other financial services and transactions to the small business community, while enhancing the financial strength of SRP.

*Angela R. Passaro*

Angela R. Passaro

Signature of Incorporator, President,  
Secretary, and Chief Executive Officer

08/900  
Date

Having been named as registered agent and to accept service of process for the above stated 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.

*Angela R. Passaro*

Angela R. Passaro

Signature of Registered Agent

08/900  
Date