

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Car Land of Lake land
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*****35.00 *****35.00

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
99 NOV 22 PM 12:06
TALLAHASSEE, FLORIDA
STATE DIVISION OF CORPORATIONS

RECEIVED
99 NOV 18 AM 10:32
TALLAHASSEE, FLORIDA
STATE DIVISION OF CORPORATIONS

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

*00789, 00579, 00672

11/18/99 9:09

11/22/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 18, 1999

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32302

SUBJECT: CART LAND OF LAKELAND, INC.
Ref. Number: P99000082368

We have received your document for CART LAND OF LAKELAND, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 699A00055501

corrected

RECEIVED
99 NOV 22 AM 9:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 NOV 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CART LAND OF LAKE LAND, INC.

The undersigned officer of CART LAND OF LAKE LAND, INC., a Florida corporation, hereby submits the following amendment and restatement of the corporation's Articles of Incorporation to the State of Florida.

1. The date of incorporation of the corporation was September 17, 1999
2. The name of the corporation remains as Cart Land of Lakeland, Inc.
3. This restatement was duly adopted by the Board of Directors and approved by the Shareholders by a joint Written Action dated November 10, 1999. The number of votes cast for the restatement by the shareholders was sufficient for approval.
4. The Restated Articles of Incorporation are as follows:

ARTICLE I

The name of the corporation shall be CART LAND OF LAKE LAND, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7500 shares and shall have a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets

of the corporation upon its dissolution.

ARTICLE V

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The board of directors shall consist of one (1) director whose name and address is as follows:

ROBERT W. HOSFORD
2060 U.S. Highway 27 N. #53
Lake Wales, Florida 33853

ARTICLE IX


The registered agent of the corporation is: ROBERT W. HOSFORD. The street address of the corporation's initial registered office is: 3404 U.S. Highway 92 E., Lakeland, Florida 33801.

ARTICLE X

The principal place of business and mailing address of this corporation shall be: 3404 U.S. Highway 92 E., Lakeland, Florida 33801.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its president and secretary this 10 day of November 1999.

CART LAND OF LAKE LAND, INC.



ROBERT W. HOSFORD, President



ROBERT W. HOSFORD, Secretary

STATE OF FLORIDA
COUNTY OF POLK

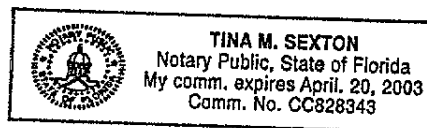
The foregoing instrument was acknowledged before me this 10th day of November 1999, by ROBERT W. HOSFORD, as President and Secretary, [☒] who is personally known to me

or [] who has produced _____ as identification

Tina M. Sexton
Notary Public/State of Florida at Large

My Commission Expires: 4/20/03

(SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CART LAND OF LAKELAND, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 10 day of NOVEMBER, 1999.

Robert W. Hosford
ROBERT W. HOSFORD, Registered Agent