

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8871 • 1-800-342-8062 • Fax (850) 222-1222

P990000084038

Shammy Island, Inc

400003009924--2
-10/08/99--01062--011
*****35.00 *****35.00

Amended & Restated

- ___ 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

FILED
99 OCT -8 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 OCT -8 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

*00789, 00579, 00672

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

10/8 10:14

APR
10/2/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 8, 1999

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

SUBJECT: SHAMMY ISLAND, INC.
Ref. Number: P99000084038

We have received your document for SHAMMY ISLAND, 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: 599A00048941

RECEIVED

99 OCT 12 AM 10:24

CORRECTED
SHAMMY ISLAND, INC.
TALLAHASSEE, FL 32302
P99000084038

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

SHAMMY ISLAND, INC.

FILED
99 OCT - 8 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended as hereinafter set forth, as permitted by Florida Statute § 607.1007.

1. Article II of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article II. Principal Office. The principal place of business of the Corporation shall be 12472 Lake Underhill Road, PMB 408, Orlando, Florida 32828, the mailing address of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801."

2. Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article III. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock at a par value of One Cent (\$0.01) per share."

3. Article IV of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article IV. Registered Agent and Street Address. The street address of the Registered Office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the Registered Agent at that address is Florida Corporate Support, Inc."

4. Article VI of the Articles of Incorporation is hereby added to read as follows:

"Article VI. Duration. The duration of the Corporation is perpetual."

5. Article VII of the Articles of Incorporation is hereby added to read as follows:

"Article VII. Purpose. The general purposes for which the

Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them."

6. Article VIII of the Articles of Incorporation is hereby added to read as follows:

"Article VIII. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Ramón D. Anasagasti
12472 Lake Underhill Road
PMB 408
Orlando, Florida 32828

Kemberly S. Boyer
12472 Lake Underhill Road
PMB 408
Orlando, Florida 32828

7. Article IX of the Articles of Incorporation is hereby added to read as follows:

"Article IX. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders."

8. It is hereby certified that each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Florida Business Corporation Act, and such Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation were duly adopted by the Board of Directors on October 5, 1999, and those amendments to the Articles appearing in the Restated Articles of Incorporation do not require the approval of the Shareholders.

9. The Articles of Incorporation and all amendments and supplements thereto are hereby superceded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended above.

Article I. Name. The name of the corporation shall be SHAMMY

ISLAND, INC.

Article II. Principal Office. The principal place of business of the Corporation shall be 12472 Lake Underhill Road, PMB 408, Orlando, Florida 32828, and the mailing address of the Corporation shall be 200 E. Robinson Street, Suite 500, Orlando, Florida 32801.

Article III. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock at a par value of One Cent (\$0.01) per share.

Article IV. Registered Agent and Street Address. The street address of the Registered Office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the Registered Agent at that address is Florida Corporate Support, Inc.

Article V. Incorporator. The name and address of the Incorporator to these Articles of Incorporation are: Ramon D. Anasagasti, 12472 Lake Underhill Road, PMB 408, Orlando, Florida 32828.

Article VI. Duration. The duration of the Corporation is perpetual.

Article VII. Purpose. The general purposes for which the Corporation is organized are the following:

- C. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article VIII. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Ramón D. Anasagasti	Kemberly S. Boyer
12472 Lake Underhill Road	12472 Lake Underhill Road
PMB 408	PMB 408
Orlando, Florida 32828	Orlando, Florida 32828

Article IX. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.'

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 5th day of October, 1999.

SHAMMY ISLAND, INC.

By: Ramón D. Anasagasti
Ramón D. Anasagasti, President

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared Ramón D. Anasagasti, to me well known and known to me to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of October, 1999.

Brooksie O. Bothwell

Notary Public, State of Florida at Large

Brooksie O. Bothwell

Typed Name of Notary Public

Commission No.:

(NOTARY SEAL)



Brooksie O Bothwell

My Commission CC846384

Expires May 16, 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SHAMMY ISLAND, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 5 th day of October, 1999.

FLORIDA CORPORATE SUPPORT, INC.

By: G. Steven Brown
G. Steven Brown
As Its: Assistant Secretary

FILED
99 OCT -8 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA