

Division of Corporations

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**830453**

**Florida Department of State  
Division of Corporations  
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From: Account Name : BUSH ROSS, P.A.  
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*Urgent - Thank you*  
*TO: Darlene Connell*

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**JORDAN NICHOLAS ELLIOTT, INC.**

|                       |         |
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| Certificate of Status | 0       |
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*5/1/09*

*Amended  
Resubmitted Art.*

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4/30/2009 11:28:17 AM PAGE 1/001 Fax Server



April 30, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

JORDAN NICHOLAS ELLIOTT, INC.  
1845 E MEMORIAL BLVD  
LAKE LAND, FL 33801-2226US

SUBJECT: JORDAN NICHOLAS ELLIOTT, INC.  
REF: S30453

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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) 245-6906.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H09000105870  
Letter Number: 409A00014591

RECEIVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*attached - please file as of 4.28.09.  
Thank You!*

Facsimile Audit No.: H09000105870 3

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JORDAN NICHOLAS ELLIOTT, INC.

JORDAN NICHOLAS ELLIOTT, INC., a Florida corporation (the "Corporation") does hereby certify as follows:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on February 8, 1991, and its document number with the State of Florida is S30453.
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

"ARTICLE I  
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation is JORDAN NICHOLAS ELLIOTT, INC. (the "Corporation") and its principal office and mailing address is 1845 E. Memorial Blvd., Lakeland, FL 33801.

ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE

The effective date for this Corporation shall be February 8, 1991.

ARTICLE III  
GENERAL NATURE OF BUSINESS

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

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TALLAHASSEE, FLORIDA

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**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000,000 shares. Of such shares, 5,000,000 shares shall be shares of Class A common stock having a par value of \$.001 and 5,000,000 shares shall be shares of Class B common stock having a par value of \$.001. Each of the said shares of Class A common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The holders of the shares of Class B common stock shall have no voting rights. Voting rights shall be the sole difference between the shares of Class A and Class B common stock.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Corporation shall be BUSH ROSS REGISTERED AGENT SERVICES, LLC; 1801 N. Highland Avenue, Tampa, FL 33602.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Corporation's incorporator is Mark W. Merrill; Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.; 101 E. Kennedy Blvd., Ste. 3570; Tampa, FL 33602.

**ARTICLE VII**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the Corporation.

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**ARTICLE VIII**  
**INDEMNIFICATION**

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto."


\*\*\*\*\*

3. The foregoing amendment and restatement, having been adopted as of April 28, 2009, shall become effective as of the close of business on the date these Articles of Amendment and Restatement are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

4. The amendment recited in Section 2. above has been approved in accordance with the requirements of §607.1003, *Florida Statutes*, the Corporation's board of directors having adopted the same and recommended passage to its shareholders and the holders of all shares of the Corporation's issued and outstanding voting stock having undertaken written action in favor of the amendment in the manner authorized by Section 607.0704, *Florida Statutes*, such action being sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be prepared under the signature of the President this 28th day of April, 2009.

JORDAN NICHOLAS ELLIOTT, INC.


By:   
Daniel J. Dorsch, President

**ACKNOWLEDGMENT**

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named corporation, and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

BUSH ROSS REGISTERED AGENT  
SERVICES, LLC

By: \_\_\_\_\_

  
John N. Giordano, Vice President