



V35309

ACCOUNT NO. : 072100000032

REFERENCE : 974682 9796A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 25, 1998

ORDER TIME : 12:46 PM

ORDER NO. : 974682-005

CUSTOMER NO: 9796A

400002649284--9

-09/25/98--01074--018

\*\*\*\*\*87.50 \*\*\*\*\*87.50

CUSTOMER: Ms. Shirley M. Horchler  
Chesser Wingard Barr Whitney  
1201 Eglin Parkway

Shalimar, FL 32579

DOMESTIC AMENDMENT FILING

NAME: SHEILA WILSON & ASSOCIATES,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINED 98 SEP 25 PM 4:38  
DIVISION OF CORPORATION

RECEIVED

FILED  
98 NOV -5 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/1/2



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**RESUBMIT**

Please give original  
submission date as file date.

September 25, 1998

CSC  
ROBERT MAXWELL  
TALLAHASSEE, FL

SUBJECT: SHEILA WILSON & ASSOCIATES, INC.  
Ref. Number: V35309

*10/15/98  
- print documents -  
back to 1st  
for correction*

We have received your document for SHEILA WILSON & ASSOCIATES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(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.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 998A00048455

**RECEIVED**  
58 NOV -9 PM 3:25  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 10, 1998

CSC  
ROBERT MAXWELL  
TALLAHASSEE, FL

SUBJECT: SHEILA WILSON & ASSOCIATES, INC.  
Ref. Number: V35309

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for SHEILA WILSON & ASSOCIATES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The amendment was signed on November 5, 1998, therefore the document cannot get the original submission date of September 25, 1998. The document can get a filing date of November 5, 1998.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 298A00054413

RECEIVED  
98 NOV 12 AM 8:19  
DIVISION OF CORPORATIONS

This document prepared by:  
D. Michael Chesser, Esq.  
Chesser, Wingard, Barr,  
Whitney, Flowers & Fleet, P.A.  
1201 Eglin Parkway  
Shalimar, FL 32579

**FILED**  
98 NOV -5 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF AMENDMENT**

STATE OF FLORIDA

COUNTY OF OKALOOSA

These Articles of Amendment modify the corporate name and certain other provisions of Sheila Wilson & Associates, Inc., [referred to herein as the "Corporation"] a Florida corporation, doing business in Okaloosa County, Florida. For the purpose of this Amendment, and at the time of the authorization of this Amendment, the Corporation has one Director and one shareholder. The Corporation is solely owned by Sheila Scott (formerly Sheila Wilson) who is its only Director and currently serves as its President. The shareholder and Director has determined that it is in the Corporations best interest to change the name of the Corporation and to change certain other aspects of its corporate charter. That corporate charter as originally filed on May 8, 1992, and assigned Document No.: V35309, is therefore amended as follows:

### **AMENDMENT - ONE**

The corporate name is hereby amended to Emerald Coast Employment Services, Inc.

### **AMENDMENT - TWO**

The Registered Agent of the Corporation shall hereafter be Neal Neugin, whose address and the registered office address of the Corporation shall hereafter be: 98 E. Miracle Strip Parkway, Fort Walton Beach, Florida 32548.

### **AMENDMENT - THREE**

The Board of Directors of this Corporation is hereby dissolved. The corporation shall hereafter do business through its shareholders acting together.

### **AMENDMENT - FOUR**

The indemnification provisions of the corporate charter, being Article XIII of the charter as initially filed, is hereby deleted. In its place there is hereby substituted the following:

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the

corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as officer, employee or agent of the corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

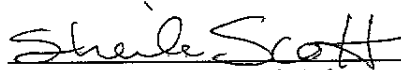
(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

**EXECUTION STATEMENT**

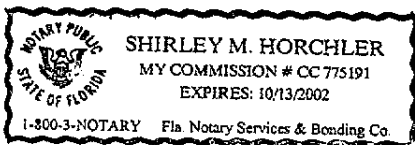
These amendments were adopted on September 21, 1998, by unanimous vote of the shareholder, Sheila Scott (formerly Sheila Wilson), who is also the President. The amendment was approved by the percentage of shareholders necessary under the Articles to execute such amendment.

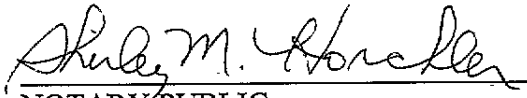
IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Amendment at Shalimar, Florida on the 5 day of November 1998.

  
SHEILA SCOTT, Sole Director  
and Shareholder and President.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

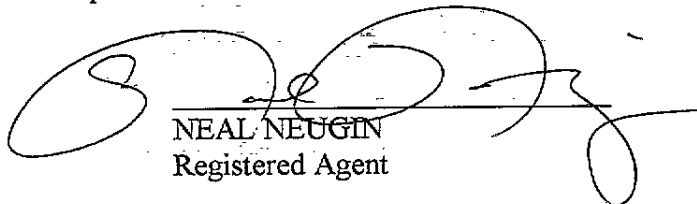
The foregoing instrument was acknowledged before me this 5 day of Nov. 1998, by SHEILA SCOTT who is personally known to me or has produced as identification and who did/did not take an oath.



  
NOTARY PUBLIC

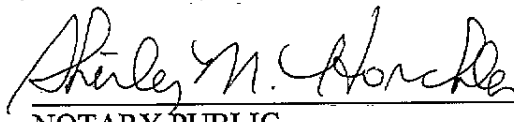
**ACCEPTANCE BY REGISTERED AGENT**

I, NEAL NEUGIN, having been named to accept service of process and hereby act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
NEAL NEUGIN  
Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 5 day of Nov. 1998, by NEAL NEUGIN who is personally known to me and who did not take an oath.

  
NOTARY PUBLIC

11/05/98 11:42 AM

