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*Restated art. & N/c*

**TURNER & LYNN, P.A.**  
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Please reply to:  
Key Largo office: \_\_\_\_\_  
Homestead office: XXX

January 29, 2003

Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

RE: ELCYCER, INC.

To whom it may concern:

Please find enclosed the Restatement of Articles of Incorporation of Eleycer, Inc. I am also enclosing a company check in the amount of \$35.00 to cover the filing fee.

If you have any questions please do not hesitate to contact my office. Thank you for your assistance in this matter.

Very Truly Yours,

TURNER & LYNN, P.A.

BY:   
JOHN MICHAEL LYNN, ESQ.

JML/as  
Enclosure

RESTATEMENT OF  
ARTICLES OF INCORPORATION  
OF  
ELCYCER, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 FEB -3 PM 3:47

The undersigned officer, having the unanimous approval of the shareholders, for the purpose of operating a corporation under the Florida Business Corporation Act, hereby adopts the following Restatement of the Articles of Incorporation for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607 Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, the shareholder being a competent and licensed certified public accountant in the State, does hereby restate the following Articles of Incorporation:

ARTICLE I--NAME

The name of the corporation shall be PHYLLIS L. OSTERCHRIST, CPA, P.A.

ARTICLE II--PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 405 South Harbor Drive, Key Largo, FL 33037.

ARTICLE III--CAPITAL STOCK

The corporation shall issue 100 shares of common stock at a par value of one dollar (\$1.00) per share.

ARTICLE IV--REGISTERED AGENT

The name and address of the registered agent is Sandra T. Lynn, Esq., 830 N. Krome Avenue, Homestead, FL 33030 and whose street address is 830 N. Krome Avenue, Homestead, FL 33030.

ARTICLE V--OFFICERS

The name and address of the Officers of the corporation are:

PHYLLIS L. OSTERCHRIST, President/Secretary/Director  
405 South Harbor Drive  
Key Largo, FL 33037

ARTICLE VI--PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of certified public accounting, and all its fields of specializations, as are engaged in by other CPA's participating in the accounting practice.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be Certified Public Accountants in good standing and duly licensed or other wise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional service specified herein.
- e. To do everything necessary and proper in accomplishing the purposed herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE VII--BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws shall be vested in the shareholders.

ARTICLE VIII--AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The date of the amendment's adoption is Jan. 1, 2003.

The Amendment was adopted by the unanimous approval of the shareholders.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment Articles of Incorporation this 1st day of January, 2003.

  
ERIC P. OSTERCHRIST, President/Secretary

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is PHYLLIS L. OSTERCHRIST, CPA, PA.
2. The name and address of the Registered Agent and office is:

SANDRA T. LYNN  
830 N. Krome Avenue  
Homestead, FL 33033

  
ERIC P. OSTERCHRIST, President

Date: 1/1/03

Having been named as Registered Agent to accept Service of Process for the above-stated corporation at the place designated in this Certificate, I hereby do 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.

  
SANDRA T. LYNN, Registered Agent

Date: 1-1-03