

Document Number Only

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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CORPORATION(S) NAME

Fairway Marketing Group, Inc.

FILED
97 NOV 10 PM 3:31
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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DEPT. OF REVENUE

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

**FAIRWAY MARKETING GROUP, INC.
(a Florida corporation)**

FILED
97 NOV 10 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida 1989 Business Corporation Act, the undersigned corporation does hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Fairway Marketing Group, Inc. (the "Corporation").

ARTICLE TWO

The address of the principal place of business of the Corporation is 11216 North Dale Mabry, Tampa, Florida, 33618.

ARTICLE THREE

The aggregate number of shares which the Corporation shall have the authority to issue is Ten Thousand (10,000) Shares of Common Stock, \$.01 par value.

ARTICLE FOUR

The address of the registered agent of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent at such address is CT Corporation System.

ARTICLE FIVE

The name and address of the incorporator is Eugene C. Barker, 4305 Northpark Drive, Tampa, Florida 33624.

ARTICLE SIX

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, and (c) as specified under Section 607.0850 of the Florida 1989 Business Corporation Act. If the Florida 1989 Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida 1989 Business Corporation Act, as so amended. Any repeal or modification of the foregoing by the shareholders shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE SEVEN

The Corporation shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer or director (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee of another corporation, partnership, joint venture, trust or other enterprise (an "indemnitee"). The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her. To the full extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses (including attorneys' fees), judgments, fines and amounts paid in settlement to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation shall not indemnify any such indemnitee (a) in any proceeding by the Corporation against such indemnitee, (b) in the event the board of directors determines that indemnification is not available under the circumstances because the officer or director has not met the standard of conduct set forth in Section 607.0850 of the Florida 1989 Business Corporation Act, or (c) if a judgment or other final adjudication adverse to the indemnitee establishes his liability (x) for any breach of the duty of loyalty to the Corporation or its shareholders,

(y) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (z) under Section 607.0850 of the Florida 1989 Business Corporation Act.

FAIRWAY MARKETING GROUP,
INC.

By: Gregory S. Daily
Name: Gregory S. Daily
Title: President
Gregory S. Daily, President

Dated: October 31, 1997

Registered Agent Acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT CORPORATION SYSTEM

By: Dale W. Morris
Name: Dale W. Morris
Title: Assistant Vice President

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FAIRWAY MARKETING GROUP, INC.**

To the Secretary of State of the State of Florida:

Pursuant to the provisions of Section 607.1007 of the Florida 1989 Business Corporation Act, as amended, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is Fairway Marketing Group, Inc. The corporation is for profit.
2. The text of the Articles of Incorporation is amended and restated as stated on Exhibit A hereto, which is attached hereto and incorporated herein by reference.
3. The corporation certifies that the Amended and Restated Articles of Incorporation contains an amendment to the Articles of Incorporation requiring shareholder approval.
4. The corporation further certifies that the Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and the at it was approved by the sole shareholder of the corporation on October 3, 1997.
5. These Amended and Restated Articles of Incorporation are to be effective upon filing by the Secretary of State.

Dated: October 3, 1997

FAIRWAY MARKETING
GROUP, INC.

By: Gregory S. Daily
Title: President

Gregory S. Daily, President