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STEEL HECTOR & DAVIS LLP
Requestor's Name

215 S. MONROE ST. SUITE 601
Address

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. EXUMA TECHNOLOGIES, INC. (Corporation Name) P02000071528 (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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	AMENDMENTS
XXX	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
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	Limited Partnership
	Reinstatement
	Trademark
	Other

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IF YOU HAVE ANY QUESTIONS PLEASE CONTACT ELIZABETH GLEATON AT 222.2300.

THANK YOU.

Examiner's Initials	

CR2E031(1/95)

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 2, 2002

STEEL HECTOR & DAVIS LLP

TALLAHASSEE, FL

SUBJECT: EXUMA TECHNOLOGIES, INC.
Ref. Number: P02000071528

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We have received your document for EXUMA TECHNOLOGIES, INC. and check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 245-6903.

Cheryl Coulliette
Document Specialist

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EXUMA TECHNOLOGIES, INC.
(a Florida corporation)

Pursuant to Section 607.1001 of the Florida Business Corporation Act, Exuma Technologies, Inc. (the "Corporation") wishes to amend and restate its Articles of Incorporation.

1. Name. The name of the Corporation is Exuma Technologies, Inc.

2. Amendment. The amended and restated Articles of Incorporation of the Corporation are attached hereto.

3. Adoption. The amendment and restatement of the Articles of Incorporation described in paragraph 2 was adopted on November 25, 2002.

4. Board Approval. The amendment was approved by the Board of Directors and recommended to the shareholders on November 25, 2002, pursuant to Section 607.1003(1)(a) of the Florida Business Corporation Law.

5. Shareholder Approval. The amendment was approved by holders of a majority of the outstanding shares of the Corporation, pursuant to Section 607.1003(5) of the Florida Business Corporation Law. The number of shares cast in favor of these Articles of Amendment was sufficient for approval.

EXUMA TECHNOLOGIES, INC.

By: ____________________
Keith Beaty, Chairman of the Board

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EXUMA TECHNOLOGIES, INC.
(a Florida corporation)

ARTICLE I
NAME.

1.1 The name of the corporation is Exuma Technologies, Inc. (the "Corporation").

ARTICLE II
OFFICE, AGENT AND DIRECTORS

2.1 The street address and the mailing address of the principal office of the Corporation is 3900 Woodlake Boulevard, Suite 200, Lake Worth, Florida 33463.

2.2 The name and street address of the registered agent of the Corporation is Shannon L. Bothwell, 777 S. Flagler Drive, Suite 1900 West, West Palm Beach, Florida 33401.

2.3 The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than one. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the directors of the Corporation are:

Keith D. Beaty
3900 Woodlake Boulevard, Suite 200
Lake Worth, Florida 33463

Cam Collins
3900 Woodlake Boulevard, Suite 200
Lake Worth, Florida 33463

ARTICLE III
CAPITAL STOCK

3.1 Authorized Capital Stock. The Corporation shall have the authority to issue 10,000,000 shares ("Common Stock"), consisting of 9,000,000 shares of Voting Common Stock, $.01 par value ("Voting Common Stock"), and 1,000,000 shares of Nonvoting Common Stock, $.01 par value ("Nonvoting Common Stock").

3.2 Powers, Preferences and Rights of Voting Common Stock and Nonvoting Common Stock. Each share of Voting Common Stock shall entitle the holder to one vote, in person or by proxy, at all meetings of the shareholders of the Corporation, on the matter or matters upon which shareholders are entitled to vote. The Nonvoting Common Stock shall be non-voting stock.

Each share of Common Stock shall be entitled to participate equally in dividends that may be legally declared by the Board of Directors on the Common Stock and paid out of available funds, and to participate equally in all distributions of assets upon the liquidation, dissolution or winding up of the Corporation.

Except as specifically required by law or this Article III, the holders of the Voting Common Stock shall have the right to change or limit the rights of the Nonvoting Common Stock by an affirmative vote of a majority of the outstanding shares of Voting Common Stock without (i) notice to the holders of the Nonvoting Common Stock (the "Nonvoting Shareholders"), (ii) a vote of the Nonvoting Shareholders, (iii) the consent of the Nonvoting Shareholders or (iv) causing dissenters' or appraisal rights of the Nonvoting Shareholders to be applicable to the change or limitation. This right of the Voting Common Stock shall not extend, however, to a change or limitation of the rights of the Nonvoting Common Stock that directly or indirectly affects the following rights or preferences, if any, of the Nonvoting Common Stock (including a modification to increase the rights of the Voting Common Stock), unless the modification or limitation applies equally to the Voting Common Stock and the Nonvoting Common Stock:

(a) The rate and manner of payment of dividends on the Nonvoting Common Stock;

(b) Whether the Nonvoting Common Stock may be redeemed or called and, if so, the redemption price or the call price and the terms and conditions of redemption or call;

(c) The amount payable to Nonvoting Shareholders in the event of liquidation, dissolution or winding up of the Corporation; and

(d) The terms and conditions on which the Nonvoting Common Stock may be converted or exchanged.

3.3 Preemptive Rights. The Voting Shares of the Corporation shall have preemptive rights.

Dated: November 25, 2002

Keith D. Beaty, Chairman of the Board