

578355



ACCOUNT NO. : 072100000032

REFERENCE : 965248 7136430

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 17, 1998

ORDER TIME : 12:42 PM

ORDER NO. : 965248-005

CUSTOMER NO: 7136430

CUSTOMER: Mr. Bernard D. Stein
Bernard Dane Stein, P.a.
200 South Biscayne Boulevard,
20th Floor
Miami, FL 33131-2310

EFFECTIVE DATE
10-1-98

FILED
98 SEP 17 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP 17 PM 1:16
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: GFC OF MIAMI, INC.

**** EFFECTIVE DATE: OCTOBER 1, 1998 ****

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

900002642309--6

-09/17/98--01068--019

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: *****87.50 *****87.50

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: See 9/18

Amended & Restated

EFFECTIVE DATE

10-1-98

AMENDMENT TO AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
GFC OF MIAMI, INC.

FILED
98 SEP 17 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the Stockholders and Directors of GFC OF MIAMI, INC., a Florida corporation, acting pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, do hereby amend and restate the Articles of Incorporation of the corporation as originally filed with the Office of the Secretary of State of the State of Florida. The corporation was originally incorporated on September 6, 1991 under the name GFC OF MIAMI, INC.

- A. The Articles of Incorporation have not been previously amended.
- B. These Restated Articles of Incorporation have been adopted in accordance with Section 607.1007 of the Florida Statutes.
- C. Effective upon the later of October 1, 1998 or the date of filing with the Secretary of State of the State of Florida, the Articles of Incorporation of GFC OF MIAMI, INC. are as follows:

ARTICLE I
NAME

The name of this corporation is GFC OF MIAMI, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every aspect of corporate business.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of VOTING COMMON STOCK having a par value of one cent (\$0.01) per share and nine thousand (9,000) shares of NON VOTING COMMON STOCK having a par value of one cent (\$0.01) per share which shall have no voting rights. Aside from the difference in voting rights, the VOTING COMMON STOCK and NON VOTING COMMON STOCK are, in all respects, identical.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IV
DIRECTORS

This corporation shall have two (2) directors. The number of directors may be increased from time to time by the by-laws adopted by the stockholders but shall never be less than two (2).

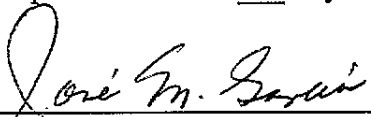
ARTICLE V
INDEMNITY

The corporation shall indemnify any officer, director or employee, or any former officer, director or employee to the fullest extent permitted by law.

ARTICLE VII
BY-LAWS

The power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and directors of the Corporation in the manner set forth in the By-Laws."

This Amendment and Restatement was executed by all of the Stockholders and Directors of the corporation on the 15th day of September, 1998, which execution shall constitute adoption.



JOSE M. GARCIA-FRUTOS
Stockholder and Director



SILVIA GARCIA-FRUTOS
Director

IN WITNESS WHEREOF, GFC OF MIAMI, INC. has caused this Amendment and Restatement of its Articles of Incorporation to be executed by its President and Secretary this 15th day of September, 1998.

ATTEST:


JOSE M. GARCIA-FRUTOS, Secretary

GFC OF MIAMI, INC.
By: 

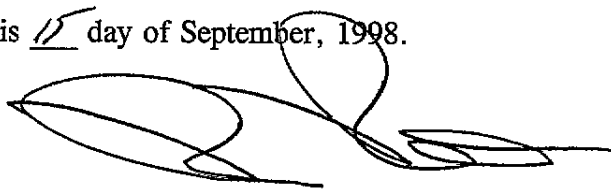
JOSE M. GARCIA-FRUTOS, President
(Corporate Seal)

ACKNOWLEDGMENT APPEARS ON FOLLOWING PAGE

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jose M. Garcia-Frutos, to me well known and known to me to be the President and Secretary of GFC OF MIAMI, INC., a Florida corporation, who, after being duly sworn, acknowledged before me that he executed the foregoing Amendment and Restatement of the Articles of Incorporation for and on behalf of the said corporation, and that the same was duly authorized.

WITNESS my hand and official seal this 12 day of September, 1998.



Notary Public, State of Florida at Large

My Commission Expires:

CERTIFICATE TO ACCOMPANY
 AMENDMENT TO AND RESTATEMENT
 OF THE
 ARTICLES OF INCORPORATION
 OF
 GFC OF MIAMI, INC.

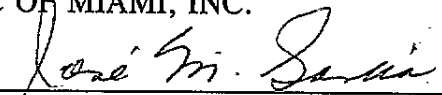
The undersigned, being the President and Secretary of GFC OF MIAMI, INC., a Florida corporation, acting pursuant to Section 607.1007 of the Florida Statutes, does hereby certify as follows:

1. Attached to this Certificate is the Amendment to and Restatement of the Articles of Incorporation of GFC OF MIAMI, INC.;
2. The Restatement contains an Amendment requiring the approval of the Board of Directors, all of the members of which have executed the Restatement;
3. The Restatement contains an Amendment to the Articles of Incorporation requiring stockholder approval. The Corporation contains only one voting group, which group is comprised of all of its stockholders, all of whom executed the attached Restatement.
4. The effective date of the Amendment shall be the later of October 1, 1998 or the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, GFC OF MIAMI, INC., has caused this Certificate to be executed by its President and Secretary this 15th day of September, 1998.

ATTEST:


 JOSE M. GARCIA-FRUTOS, Secretary

GFC OF MIAMI, INC.
 By: 

 JOSE M. GARCIA-FRUTOS, President

(Corporate Seal)

STATE OF FLORIDA)
) ss:
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jose M. Garcia-Frutos, to me well known and known to me to be the President and Secretary of GFC OF MIAMI, INC., a Florida corporation, who, after being duly sworn, acknowledged before me that he executed the foregoing Certificate to Accompany Restatement of the Articles of Incorporation for and on behalf of the said corporation, and that the same was duly authorized.

WITNESS my hand and official seal this 15 day of September, 1998.

My Commission Expires:



 Notary Public, State of Florida at Large