

245840



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 966587 7135588

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 87.50

FILED
98 SEP 18 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 18, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 966587-005

CUSTOMER NO: 7135588

CUSTOMER: Nicholas M. Daniels, Esq
Therrel Baisden, P.a.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

Amended &
Restated

400002643204--3

DOMESTIC AMENDMENT FILING

NAME: THE DENISON CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
98 SEP 18 AM 11:28
DIVISION OF CORPORATION
9/18/98

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE DENISON CORP.

98 SEP 18 PM 2:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is **THE DENISON CORP.**

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 22nd day of March, 1961.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class A Voting Common Shares"; and One Hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class B Nonvoting Common Shares". The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock.

ARTICLE V

Principal Office; Registered Office and Agent

The street address of the principal office and registered office of this corporation is: 4045 Sheridan Avenue, Suite 245, Miami Beach, Florida 33140, and the name and address of the registered agent of this corporation is: RUTH QUITTNER, 4045 Sheridan Avenue, Suite 245, Miami Beach, Florida 33140.

ARTICLE VI

Board of Directors

This corporation shall have two (2) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

- A. DENIS P. QUITTNER
4045 Sheridan Avenue, Suite 245
Miami Beach, Florida 33140; and
- B. RUTH QUITTNER
4045 Sheridan Avenue, Suite 245
Miami Beach, Florida 33140.

2. The number of shares of the Corporation outstanding at the adoption was one hundred (100), and the number of shares entitled to vote thereon was one hundred (100).

3. The number of shares voted in favor of such Amendment was one hundred (100), and the number of shares voted against such Amendment was none.

4. Each holder of Common Shares shall exchange One(1) share of such stock for two one hundredths (.02) shares of Class A Voting Shares and ninety-eight one hundredths (.98) shares of Class B Nonvoting Shares.

5. These Amended and Restated Articles of Incorporation were adopted and approved on the 16th day of September, 1998.

6. These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

DATED this 16th day of September, 1998.

ATTEST:

THE DENISON CORP.

Ruth Quittner
RUTH QUITTNER, Secretary

By: Denis P. Quittner
DENIS P. QUITTNER, President

(CORPORATE SEAL)

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 16th day of September, 1998, by **DENIS P. QUITTNER**, as President of **THE DENISON CORP.**, a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced _____ as identification.

Barbara Triana
Notary Public, State of Florida at Large
Barbara Triana

Type/Print/or Stamp Name of Notary Public

My Commission Expires:

W:\QUITTNER\RECAP\AM&RES.ART

Barbara Triana
My Commission CC672192
Expires August 17, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

THE DENISON CORP.

In pursuance of the Florida Statutes, the following
submitted, in compliance with said Act:

That THE DENISON CORP., desiring to organize under the laws of
the State of Florida with its principal office at: 4045 Sheridan
Avenue, Suite 245, Miami Beach, Florida 33140, has named RUTH
QUITTNER, located at 4045 Sheridan Avenue, Suite 245, Miami Beach,
Florida 33140, as its agent to accept service of process within
this state.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


RUTH QUITTNER, Registered Agent

FILED
SEP 18 PM 2:39
CLERK OF STATE
TALLAHASSEE, FLORIDA