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COHEN, CHASE & HOFFMAN

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FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.
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NAME: LIBERTY GAS CORP

AUDIT NUMBER.....H97000002739

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIBERTY GAS CORP.**

These Amended and Restated Articles of Incorporation of Liberty Gas Corp. (the "Corporation"), originally incorporated on June 3, 1955, Document Number 185644, were duly adopted by the Shareholder and the Board of Directors of this Corporation on February 7, 1997.

ARTICLE I - NAME

The name of this corporation is Liberty Gas Corp.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on June 3, 1955. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

This instrument prepared by:
Fredric A. Hoffman, Esquire
Florida Bar No. 206083
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
250	\$1.00	Common

ARTICLE V - OFFICERS

The current officers of the Corporation shall be:

President	Robert P. Hollander
Vice President	William L. Martin
Secretary	William L. Martin
Treasurer	Tracy H. Martin

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall be located at 5881 Pembroke Road, Hollywood, Florida 33023. The corporation's mailing address shall be located at the same address.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Robert P. Hollander

STREET ADDRESS OF
REGISTERED OFFICE

5881 Pembroke Road
Hollywood, Florida 33023

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have not less than one director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The current directors of this corporation are:

DIRECTORADDRESS

Robert P. Hollander

5881 Pembroke Road
Hollywood, Florida 33023

Tracy H. Martin

5881 Pembroke Road
Hollywood, Florida 33023

William L. Martin

5881 Pembroke Road
Hollywood, Florida 33023ARTICLE IX - INDEMNIFICATION

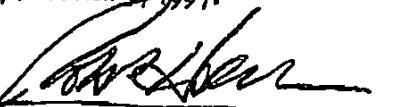
This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 12 day of February, 1997.

Attest:


William L. Martin, Secretary

By:


Robert P. Hollander, President

I, the undersigned registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:


Robert P. Hollander