

FROM

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262502

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

NITRAM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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Amend
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 28, 2001

NITRAM, INC.
5321 HARTFORD STREET
PO BOX 2968
TAMPA, FL 33601

SUBJECT: NITRAM, INC.
REF: 262502

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 REMOVE THE WORD INITIAL FROM THE ACCEPTANCE OF REGISTERED AGENT.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000124168
Letter Number: 401A00067449

FROM

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NITRAM, INC.

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

Pursuant to Sections 607.0602, 607.1002, and 607.1006 of the Florida Business Corporation Act (the "FBCA"), Nitram, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: That this Corporation is named Nitram, Inc., and was originally incorporated in the State of Florida on September 10, 1962, and that these Amended and Restated Articles of Incorporation shall amend, restate and supercede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Amendment or Certificates of Designation thereto, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders at a duly called meeting held on December 20, 2001 and the votes cast for the amendment by the shareholders was sufficient for approval.

ARTICLE I
NAME

The name of the Corporation is: Nitram, Inc.

ARTICLE II
PRINCIPAL ADDRESS AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 5321 Hartford Street, P.O. Box 2968, Tampa, Florida 33601.

ARTICLE III
BUSINESS AND ACTIVITIES

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation in the State of Florida is 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602, and the Registered Agent is Matthew J. Foster, Esquire. The Board of Directors may, from time to time, move the

Matthew J. Foster, Esquire
Florida Bar # 382991
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the Corporation.

ARTICLE V **CAPITAL STOCK**

The amount of the authorized capital stock of this corporation which may be issued and sold from time to time under and pursuant to authority of its Board of Directors shall be One Hundred Thousand (100,000) shares of common, voting stock, of the par value of ONE HUNDRED AND NO/100 DOLLARS (\$100.00) per share. No stock shall be issued without the prior approval of the shareholders and then only after being offered to the shareholders as provided in the by-laws.

Dividends may be paid on the common stock as and when declared by the Board of Directors, and shall not be cumulative.

The Board of Directors by resolution duly adopted and recorded in the minutes of the corporation may from time to time provide for and authorize the issuance and sale of the remaining authorized but unissued shares of common stock for such price and upon such terms as the time of payment thereof as the Board shall deem to be to the best interest of the corporation; provided however, that shares of such common stock shall not be sold or disposed of except for a consideration having a value in the judgment of the Board of Directors at least equivalent to the full par value of the stock so to be issued. All of such common stock shall be of equal dignity and equally entitled to participate in the affairs and assets of the corporation.

The owners and holders of the common capital stock of this corporation are its shareholders.

At all meetings of the shareholders, each shareholder owning and holding common stock of this corporation shall be entitled to one vote for each share of such stock so owned or held. shareholders shall have the right to vote by written proxy at both annual and special meetings. Cumulative voting shall not be permitted.

The owners and holders of a majority of the outstanding shares of common capital stock present in person or by written proxy shall constitute a quorum for the transaction of business at any annual or special meeting of the shareholders.

The annual meetings of the shareholders of the corporation shall be held as provided in the by-laws of the corporation, and special meeting of the shareholders may be called in the way and manner and under the circumstances provided for by applicable provisions of law or the by-laws of the corporation.

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Capital stock of the corporation shall be subject to such options and rights of re-purchase or of assignment and subject to such limitations and restrictions as may be provided by the by-laws and printed on such stock certificates.

This corporation, by a vote of majority of its directors, may establish and accumulate reasonable and necessary reserves.

In the event of the liquidation or dissolution of this corporation in any manner, all outstanding common capital stock shall, after payment of all outstanding indebtedness of the corporation including the costs and expenses of such liquidation or dissolution, be ratably retired.

ARTICLE VI **INDEMNIFICATION**

The Corporation shall indemnify to the full extent permitted or required by the FBCA, any person who was or is a party, or threatened to be made, a party to any proceeding (including by or in the right of the Corporation) by reason of the fact that he is or was an Officer or Director of the Corporation or serves or served any other enterprise at the request of the Corporation. Without limiting the foregoing in any way, the Corporation shall indemnify any Officer or Director who was or is a party to any proceeding (including by or in the right of the Corporation) against liability incurred in connection with such proceeding, including any appeal thereof, if such Officer or Director acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of December 22, 2001.



Steven E. Plotnick,
Chief Executive Officer

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ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT

THE UNDERSIGNED, having been named in Article IV of the foregoing Amended and Restated Articles of Incorporation as the registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Nitram, Inc.

DATED: Effective this 20th day of December, 2001.


Matthew J. Foster, Esquire