

401505

IVAN A. GOMEZ, P.A.

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
TELECOPIER (305) 358-4658

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

February 15, 2000

AIRBORNE EXPRESS # 8736939271

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: George Krumholz, Inc.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of \$43.75 is enclosed for the following fees:

Filing fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent	\$35.00

Please file the original of the enclosed Amended and Restated Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

*RA. OK'd By Karen B.
See letter attached*

Very Truly Yours,



Ivan A. Gomez

IAG/lc
Krumholz.PB\Filing.L
Encls.
cc: Mr. Juan D. Bendeck

Amended & Restated Art.

400003137814--0
-02/16/00--01087--002
*****43.75 *****43.75

400003137814--0
-02/16/00--01087--001
*****35.00 *****35.00

FILED
00 MAR -6 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V. SHEPARD MAR 6 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 28, 2000

IVAN A. GOMEZ, P.A.
COURVOISIER CENTRE II
601 BRICKELL KEY DR., STE. 507
MIAMI, FL 33131-2623

SUBJECT: GEORGE KRUMHOLZ, INC.
Ref. Number: 401505

We have received your document for GEORGE KRUMHOLZ, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 700A00010692

Rec'd. 3/6

LAW OFFICES
IVAN A. GOMEZ, P.A.

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
TELECOPIER (305) 358-4658

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

March 3, 2000

AIRBORNE EXPRESS # 8736939374

Ms. Karen Beyer
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: George Krumholz, Inc. ("Corporation")

Dear Sir/Madam:

Pursuant to our telephone conversation of Friday, we are returning herewith an original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced Corporation for filing.

During our conversation you stated that since Northern Trust Bank of Florida N.A. ("Northern Trust Bank") was the personal representative of the Estate, as well and the trustee of The George Krumholz Revocable Trust, you would accept Northern Trust Bank as the registered agent of the Corporation.

Please file the original of the enclosed Amended and Restated Articles of Incorporation effective on the date of the original receipt and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,



Ivan A. Gomez

IAG/lc
Krumholz.PB\Filing.2
Encls.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GEORGE KRUMHOLZ, INC.
a Florida Corporation

FILED
00 MAR -6 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, officers of GEORGE KRUMHOLZ, INC., a Florida corporation ("Corporation"), pursuant to Section 607.1006 and 607.1007 of the Florida Statutes, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation:

ARTICLE I

NAME

The name of the Corporation is GEORGE KRUMHOLZ, INC.

ARTICLE II

OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 169 E. Flagler Street, Room 823, Miami, Florida 33132, and the mailing address of the Corporation is c/o Northern Trust Bank of Florida N.A., 700 Brickell Avenue, Miami, Florida 33131.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 700 Brickell Avenue, Miami, Florida 33131 and the name of the Registered Agent of the Corporation at that address is Northern Trust Bank of Florida N.A.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have one (1) directors to hold office until the next annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of

directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Ronald G. Frith	700 Brickell Avenue Miami, Florida 33131

ARTICLE VII

INCORPORATORS

The name and address of the incorporator to these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Ronald G. Frith	700 Brickell Avenue Miami, Florida 33131

ARTICLE VIII


AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation was adopted by all of the Directors and all of the Shareholders of

the Corporation eligible to vote by a Written Consent signed by them on February 14, 2000, manifesting their intention that these Amended and Restated Articles of Incorporation be adopted, pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 14th day of February, 2000.



RONALD G. FRITH
Title: President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of GEORGE KRUMHOLZ, INC., as made in the foregoing Amended and Restated Articles of Incorporation.

NORTHERN TRUST BANK OF FLORIDA
N.A.

Date: February 14, 2000

By: Ronald G. Frith
Print Name: Ronald G. Frith
Title: Vice President