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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FOWLER, WHITE, BURNETT, ET AL
CONTACT: JUDITH D RODMAN
PHONE: (305) 789-9200

ACCT#: 071250001512

FAX #: (305) 789-9201

NAME: THE COMPANIES OF R & S, INC.
AUDIT NUMBER.....H98000009239
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 3
DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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DIVISION OF CORPORATIONS

Amended & Resubmitted
Art.

05/18/98

DC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/15/98

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FAX #: (850)922-4000

FROM: FOWLER, WHITE, BURNETT, ET AL
CONTACT: JUDITH D RODMAN
PHONE: (305)789-9200

ACCT#: 071250001512

FAX #: (305)789-9201

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DIVISION OF CORPORATIONS

Audit No. II 98000009239

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
THE COMPANIES OF R & S, INC.

Pursuant to the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Restated and Amended Articles of Incorporation:

1. The name of the corporation is:

THE COMPANIES OF R & S, INC.
2. The text of the corporation's Restated and Amended Articles of Incorporation is as follows:

ARTICLE I

Name

The name of this corporation is THE COMPANIES OF R & S, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Donald B. Kubit, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131-1101
ph: (305) 789-9200
Florida Bar No. 193056

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Audit No. H 98000009239

ARTICLE III

Authorized Capital

The corporation is authorized to issue Five Hundred (500) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

Address

The address of the principal office of the corporation, and its mailing address, is 8715 S.W. 129th Terrace, Miami, Florida 33176.

ARTICLE V

Registered Office and Agent

The street address of the registered office of this corporation is 8715 S.W. 129th Terrace, Miami, Florida 33176, and the name of the registered agent at such address is John T. Downey.

ARTICLE VI

Board of Directors

The number of members of the Board of Directors of the corporation shall be one (1).

ARTICLE VII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

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(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

3. The foregoing Amendment was adopted by all of the shareholders and directors of the corporation on April 23, 1998, in the manner prescribed by Section 607.1006 of the Florida General Corporation Act.

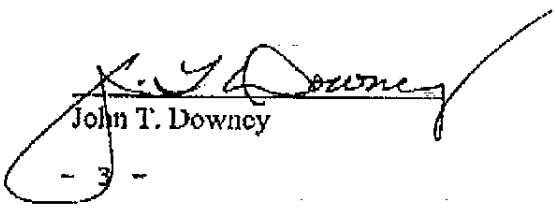
IN WITNESS WHEREOF, the undersigned has executed these Restated and Amended Articles of Incorporation by its duly authorized officer this 23 day of April, 1998.

THE COMPANIES OF R & S, INC.

By: 
John T. Downey, President

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


John T. Downey

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