

DAVID PRATT AND ASSOCIATES, P.A.

ATTORNEYS AT LAW

DAVID PRATT ^{1,2,3,5,6}
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REPLY TO:

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December 27, 2001

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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-01/02/02--01006--012
*****70.00 *****35.00

RE: ACCURATE INVENTORY AND CALCULATING SERVICE OF FLORIDA, INC.
ACCURATE INVENTORY OF PUERTO RICO, INC.
Our File No. 30522.11 (Frank and Lois Hopkins)

Dear Sir or Madam:

Enclosed please find the following documents pertaining to the above referenced Florida corporations:

1. Amended and Restated Articles of Incorporation;
2. Plan of Corporate Recapitalization; and
3. Joint Written Action of Shareholders and Directors.


Returned

Please file the above referenced documents and return confirmation of filing to us at your earliest convenience. We have enclosed a check payable to Department of State, in the amount of \$70.00, which represents fees for filing.

If you have any questions, please do not hesitate to contact me.

Yours truly,

DAVID PRATT AND ASSOCIATES, P.A.

By: 
Jennifer E. Zakin, Esq.

Enclosures

cc: Mr. and Mrs. Frank Hopkins (w/o enclosures)
David Pratt, Esq. (w/o enclosures)

G:\30522.12\File FL corporation recap docs.WPD

Amended & Restated
LFT

1-23-2002

Jennifer authorized to
take word initial out of
Art V & VI and delete
Art VIII as an article and
to add shareholders & directors
to date of adoption of amended
& Restated articles.

OTHER OFFICES LOCATED IN:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 JAN -2 PM 1:46

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

ACCURATE INVENTORY AND CALCULATING SERVICE OF FLORIDA, INC.

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 ACCURATE INVENTORY AND CALCULATING SERVICE OF FLORIDA, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law.

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 Business Corporation Act of 1983.

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 "Common Voting Shares"; and one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated "Common Non-Voting Shares." The Common Voting Shares and Common Non-Voting Shares shall be entitled in all respects to equal rights and privileges except that each share of Common Voting Shares shall be entitled to one (1) vote and each share of Common Non-Voting Shares shall be Non-Voting stock.

ARTICLE V
Principal Office; Registered Office and Agent

The street address of the ~~initial~~ principal office and registered office of this corporation is 7155 S.W. 47th Street, Miami, Florida 33155, and the name of the registered agent of this corporation at that address is Franklin Hopkins.

ARTICLE VI
Initial Board of Directors

This corporation shall ~~initially~~ have three (3) 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 ~~initial~~ directors of this corporation are:

Franklin Hopkins
13611 S.W. 105th Avenue
Miami, FL 33176

Franklin Hopkins, Jr.
14534 S.W. 84th Street
Miami, Florida 33183

Lois Hopkins
13611 S.W. 105th Avenue
Miami, Florida 33176

ARTICLE VII
Shares of the Corporation

1. 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).
2. 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.
3. The holders of Common Shares shall exchange each share of such stock for one (1) share of Voting Common stock and ten (10) shares of Non-Voting Common stock.

Adoption of Amended Articles/Effective Date

1. These Amended ^{and Restated} Articles of Incorporation were adopted on the 7th day of December, 2001 by the directors and shareholders.
2. These Amended and Restated Articles of Incorporation shall become effective

immediately upon filing with the Department of State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 7th day of December, 2001.

ATTEST:

Arlene Williams

Franklin Hopkins
FRANKLIN HOPKINS, President

Print Name: Arlene Williams

STATE OF FLORIDA:)
)SS:
COUNTY OF Dade)

The foregoing instrument was acknowledged before me this 7 day of December, 2001, by FRANKLIN HOPKINS, as President of ACCURATE INVENTORY AND CALCULATING SERVICE OF FLORIDA, INC., a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced _____ as identification.

Deborah M. Sutton
Notary Public, State of Florida

My Commission Expires:



DEBORAH M. SUTTON
COMMISSION # CC 718352
EXPIRES APR 6, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

G:\30522.11\Accurate Inventory amended articles.WPD