

CT CORPORATION SYSTEM

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CORPORATION(S) NAME

Nan-Dan Corp.

FILED
2002 MAY 13 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2 <input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> UCCS
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Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/13/02

Order#: 5325548

Ref#: _____

Amount: \$ _____

File Last

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette MAY 13 2002

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NAN-DAN CORP.**

Pursuant to the Florida Business Corporation Act

FILED
2002 MAY 13 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Stefano M. Miele, certifies that he is the Vice President and Secretary of **Nan-Dan Corp.**, a corporation organized and existing under the laws of the State of Florida, and does hereby further certify as follows:

1. The name of the corporation is Nan-Dan Corp. (the "Corporation"). The Articles of Incorporation of the Corporation, as subsequently amended, was filed in the office of the Secretary of State of the State of Florida on October 22, 1979.

2. This Amended and Restated Articles of Incorporation restates and integrates the Articles of Incorporation of the Corporation, as heretofore amended or supplemented.

3. These Amended and Restated Articles of Incorporation shall be effective at 12:36 p.m. Eastern Daylight Time on May 13, 2002 (the "Effective Time").

The text of the Articles of Incorporation of the Corporation, as heretofore amended, is restated in its entirety as follows:

FIRST: The name of the Corporation is Nan-Dan Corp. (hereinafter the "Corporation").

SECOND: The address of the principal office of the Corporation is c/o One Ravinia Drive, Suite 1500, Atlanta, Georgia 30346.

THIRD: The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, par value \$.01 per share ("Common Stock"). Except as otherwise provided by law, the shares of Common Stock may be issued for such consideration and for such corporate purposes as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine. The Corporation is prohibited from issuing non-voting equity securities.

FOURTH: The address of the registered office of the Corporation in the State of Florida is the Corporation Trust Center, 1209 Orange Street, city of Wilmington, county of New Castle, zip code 19801, and the name of the registered agent of the Corporation at such address is The Corporation Trust Company.

FIFTH: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, and subject to the rights of the holders of preferred stock, if any, holders of Common Stock will

be entitled to receive all assets of the Corporation available for distribution to its shareholders (the "Shareholders").

SIXTH: The following provisions are included for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and Shareholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend, change, add to or repeal the By-laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-laws. Election of directors need not be by written ballot unless the By-laws so provide.

(4) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the Board of Directors is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the statutes of the State of Florida, this Amended and Restated Articles of Incorporation and any By-laws adopted by the Shareholders; *provided, however*, that no By-laws thereafter adopted by the Shareholders shall invalidate any prior act of the directors which would have been valid if such By-laws had not been adopted.

SEVENTH: Any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by an affirmative vote of a majority of the remaining directors then in office, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office for the remainder of the full term in which the new directorship was created or the vacancy occurred and until such director's successor is duly elected and qualified, or until such director's earlier death, resignation or removal.

EIGHTH:

(1) Right to Indemnification and Advancement of Expenses.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, partner or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "Indemnitee"), whether or not the basis of such proceeding is alleged action in an official capacity while serving as a director, officer, employee, partner or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader

indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including reasonable attorneys' fees, judgments, fines, taxes or penalties and amount paid in settlement) reasonably incurred or suffered by such Indemnatee in connection therewith and such indemnification shall continue as to an Indemnatee who has ceased to be a director, officer, employee, partner or agent and shall inure to the benefit of the Indemnatee's heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article EIGHTH with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such Indemnatee in connection with a proceeding (or part thereof) initiated by such Indemnatee only if such proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Article EIGHTH shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses").

(2) Right of Indemnatee to Bring Suit.

If a claim under Section 1 of this Article EIGHTH is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the Indemnatee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses the Indemnatee shall be entitled to be paid also the expense of prosecuting or defending such suit. In:

- (i) any suit brought by the Indemnatee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnatee to enforce a right to an advancement of expenses), it shall be a defense that, and
- (ii) any suit by the Corporation to recover an advancement of expenses the Corporation shall be entitled to recover such expenses upon a final adjudication that,

the Indemnatee has not met the applicable standard of conduct set forth in the Florida General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its Shareholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnatee is proper in the circumstances because the Indemnatee has met the applicable standard of conduct set forth in the Florida General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its Shareholders) that the Indemnatee has not met such applicable standard of conduct, shall create a presumption that the Indemnatee has not met the applicable standard of conduct, or in the case of such a suit brought by the Indemnatee, be a defense to such suit. In any suit brought by the Indemnatee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses, the burden of proving that the Indemnatee is not entitled to be indemnified or to such advancement of expenses under this Section 2 of this Article EIGHTH or otherwise shall be on the Corporation.

(3) Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Amended and Restated Articles of Incorporation or any statute, By-laws, contract or agreement, vote of Shareholders or disinterested directors or otherwise.

(4) Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Business Corporation Act.

(5) Indemnification of Agents of the Corporation.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses, to any agent of the Corporation to the fullest extent of the provisions of this Article EIGHTH with respect to the indemnification and advancement of expenses of directors, officers and employees of the Corporation.

(6) Continuation of Rights.

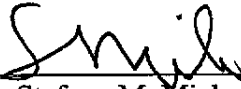
Any repeal or modification of the foregoing provisions of this Article EIGHTH by the Shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: The Corporation shall have the right, subject to any express provisions or restrictions contained in this Amended and Restated Articles of Incorporation or the By-laws of the Corporation, from time to time to amend this Amended and Restated Articles of Incorporation or any provisions thereof in any manner now or hereafter provided by law, and all right and powers at any time conferred upon the directors or Shareholders of the Corporation by this Amended and Restated Articles of Incorporation or any amendment thereof are granted subject to such right of the Corporation.

TENTH: In addition to the provisions contained in Section 2.3 of the Bylaws, special meetings of the Shareholders of the Corporation, for any purpose or purposes, shall be called by the Chairman of the Board of Directors, the President or the Secretary of the Corporation at the request in writing of Shareholders owning not less than fifty percent (50%) of the Common Stock issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by the duly authorized officer of Nan-Dan Corp. on this 9th day of May, 2002.

NAN-DAN CORP.

By: 
Name: Stefano M. Miele
Title: Vice President and Secretary

CERTIFICATE

The undersigned, Stefano M. Miele, certifies that he is the Vice President and Secretary of **Nan-Dan Corp.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), and does hereby further certify that the foregoing amended and restated articles of incorporation:

- A. () Does not contain any amendment requiring shareholder approval, and were adopted on _____ by the board of directors or incorporators
(Date)

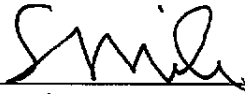
OR

- B. (X) Contains one or more amendments to the articles of incorporation requiring shareholder approval, and were adopted by the unanimous written consent of the shareholders on May 9, 2002. (Date)

(NOTE: Select and mark (X) for A. or B. above.)

IN WITNESS WHEREOF, this Certificate has been executed by the duly authorized officer of Nan-Dan Corp. on this 9th day of May, 2002.

NAN-DAN CORP.

By: 

Name: Stefano M. Miele

Title: Vice President and Secretary