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SAM A. MACKIE, P. A.

Attorney & Counselor at Law

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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19 December 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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Re: Restated Articles of Incorporation  
Cerco, Inc.

Dear Sir or Madam:

Enclosed please find the Restated Articles of Incorporation for the above-named Florida corporation, and our office check #2856 in the amount of forty three and 75/100 dollars (\$43.75), that figure of which represents the filing fee and one (1) certified copy.

I would appreciate these Restated Articles of Incorporation being processed as soon as possible, and your returning them to me with all due speed thereafter.

In the intervening days, please feel free to telephone me if you have any questions.

Sincerely,

Sam A. Mackie  
Attorney at Law

SAM:jfh  
Enclosure

c: Cerco, Inc.  
File

Note: Incorporators &  
Directors were the initial  
ones. GB

Restated Articles

V. SHEPARD JAN 5 2001

Restated Articles of Incorporation

of Cerco, Inc.

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The restatement requires shareholder approval, and that approval was granted by the shareholders on 28 November 2000.

I. The name of the Corporation is Cerco, Inc.

II. The principal office of the Corporation in the State of Florida is located at 3002 Dade Avenue, Orlando, FL 32804 in Orange County, Florida. Its registered agent at that address is Roseann Latta.

III. The nature of the business of the Corporation and its objects are to acquire, maintain, develop, rent, use, mortgage, and dispose of real property and interests; acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action, and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts, or persons, public or private; acquire and pay for, in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property of any person, firm, association, or Corporation; enter into, make, and perform contracts of every kind; borrow moneys and to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; lend any of its funds, either with or without security; acquire, hold and dispose of shares of its own capital stock and the rights thereto; carry on any other lawful business for which a corporation may be organized under the laws of Florida, including but not limited to providing professional (including minority business enterprise) services to its customers and patrons; carry out all or any part of the foregoing purposes as principal or agent; do all such things as are necessary and incidental to the attainment of the above-stated purposes; and have and exercise all the powers conferred upon corporations by the laws of the State of Florida.

IV. A. The total number of shares that this Corporation is authorized to issue is seven thousand five hundred (7500) shares of common stock, each share having the par value of one and 00/100 dollar (\$1.00).

B. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Shareholders or the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that they or it may deem advisable in connection with such issuance.

C. The Shareholders or the Board of Directors may authorize the issuance ~~from time to time~~ of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as they may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws.

D. Pursuant to this Section, the Shareholders or the Board of Directors may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock, so long as such modifications do not adversely affect the Corporation's Subchapter S status.

V. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VI. A. The name and mailing address of the incorporators are: Fred Humphrey and Roseann Latta, 3002 Dade Avenue, Orlando, FL 32804. The Shareholders or the Board may elect or appoint a President (presently denominated as Roseann Latta), one or more Vice Presidents (presently denominated as Roseann Latta), a Secretary (presently denominated as Fred M. Humphrey), a Treasurer (presently denominated as Fred M. Humphrey), and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.

B. All Corporate activities shall be undertaken by the Board of Directors (but who may allocate or transfer such powers and activities to the Officers hereafter), who will be nominated and approved by the Shareholders at the annual meeting. The names and addresses of the initial Directors are:

Name:

Address:

Fred Humphrey

3002 Dade Avenue  
Orlando, FL 32804

Roseann Latta

3002 Dade Avenue  
Orlando, FL 32804

VII. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors (Board) shall be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow.

VIII. All of the property and assets of the Corporation may be sold, leased, or exchanged, upon such terms and conditions and for such consideration as the Directors shall deem appropriate for the best interests of the Corporation.

IX. A Corporate director or officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Directors.

X. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, and as may be designated by the Bylaws.

XI. Any Corporate contract, transaction, or act which is approved or ratified by the Directors, or a majority of a quorum of the shareholders entitled to vote at any meeting, shall be as valid and binding as though approved or ratified by every shareholder of the Corporation.

XII. The Corporation may adopt By-Laws from time to time, and to provide, inter alia, for the fullest indemnification permitted by the laws of the State of Florida. The Corporation may also purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

XIII. Meetings of Shareholders or Directors may be held outside the State of Florida.

XIV. The Corporation reserves the right to amend or repeal any provision contained in these Restated Articles of Incorporation, and in any manner now or hereafter prescribed by statute.

XV. Whenever a vote of Shareholders or Directors at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of Shareholders or Directors who, if voting, could have authorized such action consent at any time to such Corporate action being taken.

XVI. The regular meetings of the Corporation shall be held on the first (1st) business day of each calendar quarter, or as soon thereafter as a meeting may be properly scheduled by the Directors and Shareholders. The annual meeting of the Shareholders shall be held on the first (1st) day of January of each year, or as soon thereafter as is reasonable. Special meetings may be held as noted in the By-laws.

XVII. Any Shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The Proxy must be signed by the shareholder or his attorney-in-fact, and no Proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XVIII. The Directors shall be elected at the annual meeting of the Shareholders, and shall hold office until the next annual meeting.

XIX. The Corporation shall at all times keep correct minutes, books, and records of account.

XX. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

XXI. The fiscal year shall begin the first (1st) day of January of each calendar year.

XXII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate Shareholders, Officers, or Directors have full authority to exercise all corporate powers contemplated in these Restated Articles, or as otherwise may be provided by Florida law or statute.

XXIII. The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

In witness whereof the undersigned, for the purpose of restating these Articles of Incorporation pursuant to the General Corporation Laws of the State of Florida, do execute this document on this 15th day of December 2000.

I also accept designation as registered agent, and agree to act in this capacity, and perform all appropriate duties and responsibilities related thereto.

Witness:

Edna M. Jimenez

Corporation Name

By:

Roseann Latta  
Roseann Latta Registered Agent,  
President