

662969

Troutman Sanders LLP
Requestor's Name

600 Peachtree St NE #5200
Address

Atlanta GA 30308 885-3900
City/State/Zip Phone #

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FILED
98 MAY -5 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lemuel Ramos & Assoc. Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-05/05/98--01070--013
*****35.00 *****35.00

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-05/05/98--01070--014
*****52.50 *****52.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5-5-98

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

LEMUEL RAMOS AND ASSOCIATES, INC.

FILED

98 MAY -5 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEMUEL RAMOS AND ASSOCIATES, INC., (the "Corporation"), through the action of the undersigned, as the sole director and sole shareholder hereby amends and restates its Articles of Incorporation. The undersigned, as the sole director and sole shareholder of the Corporation, adopted the amended and restated Articles of Incorporation set forth below on May 1, 1998. The Corporation hereby adopts the following Amended and Restated Articles of Incorporation, and such Articles supersede the original articles of incorporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be LEMUEL RAMOS AND ASSOCIATES, INC

ARTICLE II

Mailing Address

The mailing address of the Corporation is 7428 Southwest 48TH Street, Miami, FL 33155.

ARTICLE III

Purpose

The purpose of the Corporation is pecuniary gain and profit, and the general nature of the business or businesses to be transacted shall be, pursuant to the applicable provisions of the Florida Business Corporation Act or any corresponding successor or

replacement provision (the "Act"), to engage in any form or type of business for any lawful purpose or purposes not specifically prohibited to corporations for profit under the laws of the State of Florida; and to have all rights, powers, privileges and immunities which are now or hereafter may be allowed to corporations under the laws of the State of Florida.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration.

ARTICLE VI

Registered Office and Agent

The street address of the registered office of this Corporation is 7428 Southwest 48TH Street, Miami, FL 33155, and the name of the registered agent of the Corporation at such registered office is Lemuel Ramos.

ARTICLE VII

Indemnification

To the fullest extent that the Act, as it exists on the date hereof or as it may hereafter be amended or replaced, permits the limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act regarding corporate management or policy with respect to the Corporation. No amendment or repeal

of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. The Corporation shall have authority to indemnify such Directors, Officers and other individuals as the Board of Directors may from time to time determine.

ARTICLE VII

Affiliated Transaction


The Corporation hereby elects not to be governed by the provisions of the entirety of Section 607.0901 of the Act or any corresponding successor or replacement provision.

ARTICLE IX

Control Shares

The Corporation hereby elects not to be governed by the provisions of the entirety of Section 607.0902 of the Act or any corresponding successor or replacement provision.

IN WITNESS WHEREOF, the undersigned as sole director and sole shareholder has executed these Amended and Restated Articles of Incorporation this 4th day of May, 1998.

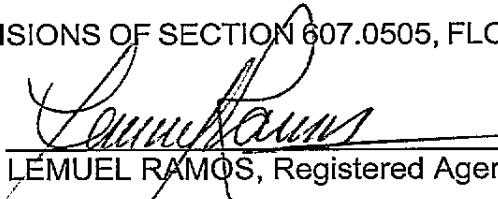


Lemuel Ramos Director

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN ARTICLE VI, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.



LEMUEL RAMOS, Registered Agent

MAY 3, 1998

(Date)

STATE OF FLORIDA


COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 3 day of May,
1998, by Lemuel Ramos, as sole director and sole shareholder, of Lemuel Ramos and
Associates, Inc., Inc., a corporation, to me well known, and whom did not take an oath.



(NOTARY SEAL)

WPB95 59662.1



Sign Name
Margarita Perez

Print Name
Notary Public, State of Florida
My commission expires: Aug. 8, 2000