

LAW OFFICES
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IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

707060

June 1, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: Ganem Construction Corp., Inc.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Amended and Restated Articles of Incorporation for the referenced Corporation. In addition, a check in the sum of \$87.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified Copy	\$52.50

Please file the original of the enclosed Amended and Restated Articles of Incorporation and return a certified copy to the attention of the undersigned. We have enclosed a self-addressed envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,

Ivan A. Gomez
Ivan A. Gomez

IAG/lc
Ganem.CP\Filing.L

Encls.

cc: Mr. Rafael Ganem

Amend + Restate
CP
707060
** Cert Copy*
6-3-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GANEM CONSTRUCTION CORP., INC.
a Florida Corporation**

The undersigned, officers of GANEM CONSTRUCTION CORP., INC., a Florida corporation ("Corporation"), pursuant to Section 607.1006 and 607.1007 of the Florida Statutes, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation:

**ARTICLE I
NAME**

The name of the Corporation is GANEM CONSTRUCTION CORP., INC.

**ARTICLE II
OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at 422 Sansovino, Coral Gables, Florida 33146, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be

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incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131 and the name of the Registered Agent of the Corporation at that address is Ivan A. Gomez, P.A.

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have three (3) directors to hold office until the next annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Marlen Ganem	422 Sansovino Avenue Coral Gables, FL 33146
Rafael Ganem, a/k/a Rafael Gomez	8891 Miller Drive Miami, Florida 33165
Hilda Gomez, a/k/a Hilda Ganem	422 Sansovino Avenue Coral Gables, FL 33146

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators to these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Marlen Ganem	422 Sansovino Avenue Coral Gables, FL 33146
Rafael Ganem, a/k/a Rafael Gomez	8891 Miller Drive Miami, Florida 33165
Hilda Gomez, a/k/a Hilda Ganem	422 Sansovino Avenue Coral Gables, FL 33146

ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation

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TALLAHASSEE, FLORIDA

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AND
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was adopted by all of the Directors and all of the Shareholders of the Corporation eligible to vote by a Written Consent signed by them on April 22, 1998, manifesting their intention that these Amended and Restated Articles of Incorporation be adopted, pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 22 day of April, 1998.

GANEM COSNTRUCTION CORP., INC.

By: [Signature]
Title: President

(CORPORATE SEAL)

By: [Signature]
Secretary

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of Ivan A. Gomez, P.A., as made in the foregoing Amended and Restated Articles of Incorporation.

IVAN A. GOMEZ, P.A.

Date:

5/12/98

By:


Ivan A. Gomez, President