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✓ Amend + Restated

- 1.) Sagrans Asset Subsidiary, Inc.
(CORPORATE NAME & DOCUMENT #)
- 2.) _____
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- 3.) _____
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SAGRANS ASSET SUBSIDIARY, INC.

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2002 APR -4 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.1006 and 607.1007, Florida Statutes, this Florida profit corporation adopts the following Amendment and Restatement of its Articles of Incorporation:

FIRST: Amendments adopted:

Article I

Name. The name of the corporation is Sagrans Asset Subsidiary, Inc. (the "Corporation").

Article II

Registered Office and Registered Agent. The address of the registered office of the Corporation in Florida is 526 Park Avenue, Tallahassee, Leon County, Florida 32301. The Corporation's registered agent at the registered office is NRAI Services, Inc.

Article III

Principal Office. The principal place of business and the mailing address of the Corporation is 3850 N. Causeway Boulevard, Suite 1040, Metairie, Louisiana 70002.

Article IV

Corporation for Profit. The Corporation is for profit.

Article V

Authorized Shares. The Corporation shall have authority, acting by its board of directors, to issue not more than one thousand (1,000) shares of common stock, each with a par value One Cent (\$.01) (the "Common Stock"). All shares of Common Stock shall be one and the same class and when issued shall have equal rights of participation in dividends and assets of the Corporation and shall be non-assessable. Each outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

Article VI

Indemnification.

(a) The Corporation shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer or director (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person 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, partner, trustee or employee of another corporation, partnership, joint venture, trust or other enterprise (an "indemnitee"). The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her. To the full extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses (including attorneys' fees), judgments, fines and amounts paid in settlement to the full extent permitted by law, both as to action in his official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation shall not indemnify any such indemnitee if a judgment or other final adjudication establishes that his or her actions or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of the criminal law, unless the indemnitee had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(2) A transaction from which the indemnitee derived an improper personal benefit;

(3) In the case of a director, a circumstance under which a director votes for or assents to a distribution made in violation of the Florida Business Corporation Act or the Amended and Restated Articles of Incorporation, but only for the amount of the distribution that exceeds what could have been distributed without violating the Florida Business Corporation Act or the Amended and Restated Articles of Incorporation if it is established that the director did not perform his or her duties in compliance with the Florida Business Corporation Act.

(4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

(b) The rights to indemnification and advancement of expenses set forth in paragraph (a) of this Article VI are intended to be greater than those which are otherwise provided for in the Florida Business Corporation Act, are contractual between the Corporation and the person being indemnified, his heirs, executors and administrators, and, with respect to paragraph (a) of this Article VI, are mandatory. The rights to indemnification and advancement of expenses set forth in paragraph (a) of this Article VI are nonexclusive of other similar rights which may be granted by law, this Amended and Restated Articles of Incorporation, the bylaws, a resolution of the board of directors or shareholders of the Corporation, or an agreement with the Corporation, which means of indemnification and advancement of expenses are hereby specifically authorized.

(c) Any repeal or modification of the provisions of this Article VI, either directly or by the adoption of an inconsistent provision of this Amended and Restated Articles of Incorporation, shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification. In addition, if an amendment to the Florida Business Corporation Act limits or restricts in any way the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph (a) of this Article VI which occur subsequent to the effective date of such amendment.

Article VII

Express Powers of Board of Directors. In furtherance of and not in limitation of the powers conferred by statute, the Corporation is expressly authorized, acting upon the authority of the board of directors and without the approval of the shareholders, to:

- (a) Issue shares as a share dividend;
- (b) Fix or change the number of directors, including an increase or decrease in the number of directors; and
- (c) Determine, in accordance with law, the method by which vacancies occurring on the board of directors are to be filled.

Article VIII

Removal of Directors for Cause. Directors may be removed for cause by a vote of a majority of the entire board of directors.

Article IX

Amendments.

(a) The Board of Directors reserves the right from time to time to amend, alter, change or repeal any provision contained in this Amended and Restated Articles of Incorporation in the manner now or hereinafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

(b) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

Article X

Preemptive Rights. The holders of stock of the Corporation shall have no preemptive or preferential right to subscribe for or purchase any stock or securities of the Corporation.

Article XI

Perpetual Existence. The period of existence of the Corporation shall be perpetual.

SECOND: The date of adoption of this Amendment and Restatement of Articles of Incorporation: January 17, 2002.

THIRD: This Amendment and Restatement of Articles of Incorporation was approved by its Sole Shareholder. The number of votes cast for the amendments were sufficient for approval.

Signed this 18th day of January, 2002.



Bartholomew F. Palmisano, Sr.
President