



F57942

ACCOUNT NO. : 072100000032  
REFERENCE : 446304 7165873  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ 35.00

FILED  
01 AUG 28 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 27, 2001  
ORDER TIME : 2:29 PM  
ORDER NO. : 446304-005

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 AUG 28 PM 3:04  
NOT RECORDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

CUSTOMER NO: 7165873  
CUSTOMER: Ms. Diane Palmersheim  
Opus Corporation  
10350 Bren Road West  
Minnetonka, MN 55343

800004560968-4

DOMESTIC AMENDMENT FILING

NAME: OPUS SOUTH CORPORATION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

C. Coulliste AUG 28 2001

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT AND RESTATEMENT**  
**OF**  
**OPUS SOUTH CORPORATION**

**FILED**  
**01 AUG 28 PM 4:05**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby amend and restate its Articles of Incorporation (as heretofore amended).

1. The name of the corporation is Opus South Corporation.
2. The text of the Amended and Restated Articles of Incorporation of the corporation is annexed hereto and made a part hereof.

\*\*\*\*\*

**CERTIFICATE**

It is hereby certified that:

1. The annexed amendment and restatement (Amended and Restated Articles of Incorporation) does not contain any amendment to the Articles of Incorporation of the corporation requiring shareholder approval.
2. The Board of Directors of the corporation adopted the annexed amendment and restatement (Amended and Restated Articles of Incorporation).

OPUS SOUTH CORPORATION

By: \_\_\_\_\_

Neil J. Rauenhorst, President

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OPUS SOUTH CORPORATION**

Opus South Corporation, a corporation organized and existing under the Florida Business Corporation Act, hereby certifies as follows:

1. The name of the corporation is Opus South Corporation (the "Corporation").
2. The original Articles of Incorporation of the Corporation were filed under the name "The Dyson Company" with the State of Florida Department of State on December 8, 1981.
3. The Articles of Incorporation were amended by an amendment filed with the State of Florida Department of State on January 25, 1982.
4. The Articles of Incorporation were further amended by an amendment filed with the State of Florida Department of State on September 8, 1986, changing its name to Opus South Corporation.
5. The Articles of Incorporation were further amended by an amendment filed with the State of Florida Department of State on January 31, 1996.
6. The Articles of Incorporation were further amended by an amendment filed with the State of Florida Department of State on October 23, 1998.
7. The Amended and Restated Articles of Incorporation of the Corporation set forth below have been duly adopted by the Board of Directors and the shareholders pursuant to the Florida Business Corporation Act.
8. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

**ARTICLE I  
NAME**

The name of this corporation (hereinafter called the "corporation") is Opus South Corporation.

**ARTICLE II  
PRINCIPAL OFFICE**

The street address of the principal office of the corporation is:

4200 West Cypress, Suite 444  
Tampa, Florida 33607

**ARTICLE III  
CAPITAL STOCK**

3.1 The aggregate number of shares which the corporation has authority to issue is 1,000,000 shares of Common Stock having a par value of .01 dollars per share.

3.2 The holders of Common Stock shall not have any preemptive rights. There shall be no cumulative voting.

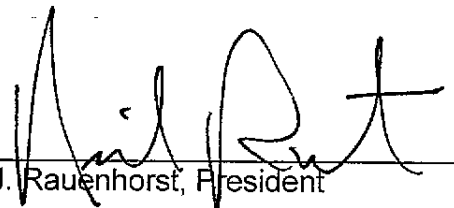
**ARTICLE IV  
REGISTERED OFFICE**

The street address of the registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the officer and is made a part of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned officer signs these Amended and Restated Articles of Incorporation on behalf of the Corporation this 17<sup>th</sup> day of AUGUST, 2001.

  
\_\_\_\_\_  
Neil J. Rauenhorst, President

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Date: 8/28/01  
Deborah D. Skipper  
Asst. Secretary