

Change  
around

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3DEPOSIT NUMBER       : 05/22/01 01077 004      DEPOSIT AMOUNT :    43.253
3ACCOUNT NUMBER       :                          DEPOSIT BALANCE:     0.003
3REFUND REQUEST DATE   :                        DEBIT MEMO DATE:          3
3REFUND MAIL DATE      :                        VOID DATE:            3
3REFUND AMOUNT         :                0.00        USER ID : RWilliams    3
3REQUESTER             :                                3
CDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDD4
3                                                                DOC PAGE 0001/00013
3TRACKING NUMBER       : 100004287451           DOCUMENT NUMBER:          3
3LEDGER DATE           : 05/22/01              SUB ACCOUNT NUMBER:      3
3DOCUMENT REQUESTER    : CORAREJ                 3
@DDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDDYY
CATEGORY               DESCRIPTION                    AMOUNT
CERT                   CERTIFICATION                  8.75
CF                     ALL CORP FILING FEES         34.50
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FILED  
02 MAR 28 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 19, 2002

VITO KOWALCHUK  
9 PASTEUR  
IRVINE, CA 92618- 3804

SUBJECT: DRAPER'S ROSSMOOR, INC.  
Ref. Number: F99000006688

We have received your document for DRAPER'S ROSSMOOR, INC. and your check(s) totaling \$43.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 301A00038570

RECEIVED  
02 MAR 25 AM 9:47  
DIVISION OF CORPORATIONS

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

FILED  
02 MAR 28 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Draper's Rossman, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. CALIFORNIA 3. 12/28/99  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

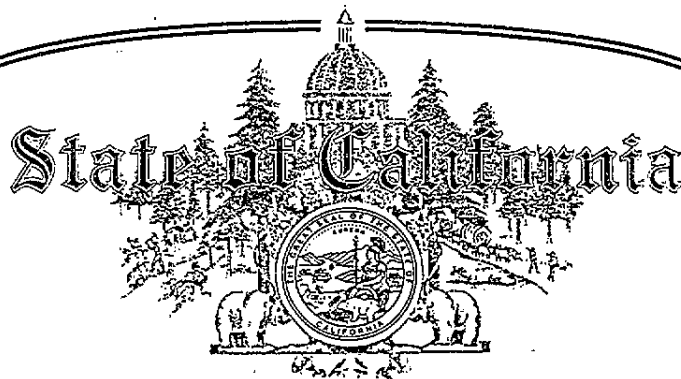
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 8/15/2000
5. Draper's & Damon's Inc  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
New Jurisdiction

Vito Kowalchuk  
Signature

3/16/02  
Date

Vito Kowalchuk  
Typed or printed name

Exec. V.P. & CFO.  
Title



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 15 2000



*Bill Jones*

Secretary of State

815953

A546536

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DRAPER'S ROSSMOOR, INC.

FILED  
In the office of the Secretary of State  
of the State of California

JUN - 7 2000

Bill Jones  
BILL JONES, Secretary of State

The undersigned certifies that:

1. He is the Chief Financial Officer, Executive Vice President and Secretary of Draper's Rossmoor, Inc., a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I.

The name of this corporation is:

Draper's & Damon's, Inc.

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

This corporation is authorized to issue only one class of shares; and the total number of shares which this corporation is authorized to issue is ten thousand (10,000).

IV.

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

V.

This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) to the fullest extent permissible under California law.

VI.

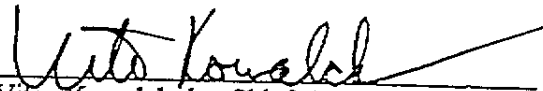
Any repeal or modification of the provisions of Articles IV or V or this Article VI by the shareholders of the corporation shall not adversely affect any right or protection of a director or agent of this corporation existing at the time of such repeal or modification.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: May 17, 2000.

  
Vito Kowalchuk, Chief Financial Officer,  
Executive Vice President and Secretary

