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of
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H77971

August 3, 2001

Secretary of State
State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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*****52.50 *****52.50

RE: Pyke Brothers & Son, Inc.

Dear Sir or Madam:

Enclosed are the Amended and Restated Articles of Incorporation for Pyke Brothers & Son, Inc., along with a check payable to the Secretary of State for \$52.50 to cover the cost of filing and two certified copies. Please return the certified copies to me as soon as possible.

Thank you for your assistance.

Very truly yours,
BERNARD DANE STEIN, P.A.

By: _____

BERNARD DANE STEIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BDS/cci
encls.

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4pgs Amended + Restated
* 2-Cert copies
8-6-01

AMENDMENT TO AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
PYKE BROTHERS & SON, INC.

The undersigned, being all of the Stockholders and Directors of PYKE BROTHERS & SON, INC., a Florida corporation, acting pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, do hereby amend and restate the Articles of Incorporation of the corporation as originally filed with the Office of the Secretary of State of the State of Florida. The corporation was originally incorporated on October 1, 1985 under the name PYKE BROTHERS & SON, INC.

A. The Articles of Incorporation have not been previously amended.

B. These Restated Articles of Incorporation have been adopted in accordance with Section 607.1007 of the Florida Statutes.

C. Effective upon the date of filing with the Secretary of State of the State of Florida, the Articles of Incorporation of PYKE BROTHERS & SON, INC. are as follows:

"ARTICLE I
NAME

The name of this corporation is PYKE BROTHERS & SON, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every aspect of corporate business.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share and nineteen thousand (19,000) shares of NON VOTING COMMON STOCK having a par value of one (\$1.00) dollar per share which shall have no voting rights. Aside from the difference in voting rights, the VOTING COMMON STOCK and NON VOTING COMMON STOCK are, in all respects, identical.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

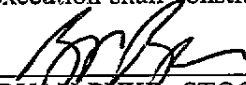
ARTICLE V
INDEMNITY

The corporation shall indemnify any officer, director or employee, or any former officer, director or employee to the fullest extent permitted by law.

ARTICLE VI
BY-LAWS


The power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and directors of the Corporation in the manner set forth in the By-Laws."

This Amendment and Restatement was executed by all of the Stockholders and Directors of the corporation on the 27 day of July, 2001, which execution shall constitute adoption.


BRYAN PYKE, STOCKHOLDER
AND DIRECTOR


JERRY PYKE, DIRECTOR


JERRY PYKE, AS TRUSTEE OF THE
JERRY PYKE LIVING TRUST, STOCKHOLDER

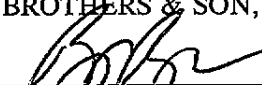

MARJORIE PYKE, AS TRUSTEE OF THE
MARJORIE PYKE LIVING TRUST,
STOCKHOLDER

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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, PYKE BROTHERS & SON, INC. has caused this Amendment to and Restatement of its Articles of Incorporation to be executed by its President and Secretary this 27 day of July 2001.

ATTEST:

JERRY PYKE, SECRETARY
Secretary (Corporate Seal)


PYKE BROTHERS & SON, INC.
By: 
BRYAN PYKE, PRESIDENT

ACKNOWLEDGMENT APPEARS ON FOLLOWING PAGE

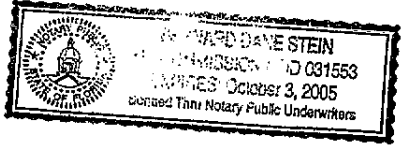
STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared BRYAN PYKE and JERRY PYKE, to me well known and known to me to be the President and Secretary, respectively, of PYKE BROTHERS & SON, INC., a Florida corporation, who, after being duly sworn, acknowledged before me that they executed the foregoing Amendment to and Restatement of the Articles of Incorporation for and on behalf of the said corporation, and that the same was duly authorized.

WITNESS my hand and official seal this 27 day of July, 2001.



Notary Public, State of Florida at Large



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TALLAHASSEE, FLORIDA