

**MICHAEL A. RUBIN, P.A.**

ATTORNEY AT LAW

420 SO. DIXIE HIGHWAY, SUITE 4B  
CORAL GABLES, FLORIDA 33146

DEBRA M. RUBIN  
MICHAEL A. RUBIN

AREA CODE 305

305-10-1039

FAX 255-8923

July 24, 2002

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Corporate Records Bureau  
Secretary of State, State of Florida  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Equiflor Corporation - Amendment to Articles of Incorporation dated 9/26/01

Dear Sir or Madame:

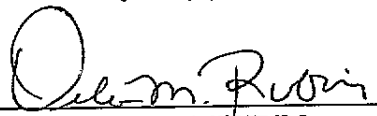
Enclosed please find an original and one copy of Amendment to Articles of Incorporation relative to the above-captioned corporation.

I would appreciate your preparing a certified copy of the enclosed document and returning same to me in the enclosed self addressed stamped envelope.

Also enclosed, please find my check in the sum of \$43.75 which represents for your fees for Amendment (\$35.00) and the certified copy (\$8.75).

Thank you for your attention and cooperation in this matter. Please do not hesitate to contact me in the event you have any questions or need any additional information.

Very truly yours,

  
DEBRA M. RUBIN

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

dmr  
Encs.

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H96622  
Amended Stat  
4/28/02  
Out copy

Audit No.:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EQUIFLOR CORPORATION  
a Florida Corporation**

The undersigned hereby amends and restates its Articles of Incorporation, under the provisions of Section 607.1007, Florida Statutes, originally filed on January 30, 1986, as amended.

**ARTICLE I. NAME**

The name of the Corporation is:  
**EQUIFLOR CORPORATION**

the principal place of business is:  
4405 N.W. 97 Avenue  
Miami, FL 33178

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation commenced on January 30, 1986.

**ARTICLE III. PURPOSE**

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 310,000 shares of common stock having no par value. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation,

Audit No.:

This Instrument Prepared By:  
Salomon B. Esquenazi, Esq.  
Rasco, Reininger & Perez, P.A.  
283 Catalonia Avenue, 2<sup>nd</sup> Floor  
Coral Gables, Florida 33134-6700  
(305) 476-7100  
Bar No.: 992038

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Audit No.:

with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 4405 N.W. 97 Avenue, Miami, FL 33178 and the name of the registered agent is Nicolas F. Trujillo.

#### ARTICLE VI. BOARD OF DIRECTORS

The Corporation shall have at least one (1) director. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the directors are:

Anthony A. Sarandes	2120 SW 55 St. Road, Ocala, FL 34474
James M. Schmidt	1 Grove Isle Drive, Suite 1202, Coconut Grove, FL 33133
Nicolas F. Trujillo	4405 N.W. 97 Avenue, Miami, FL 33178
Raul Marrero	4405 N.W. 97 Avenue, Miami, FL 33178
R. Victor Giorgini	4405 N.W. 97 Avenue, Miami, FL 33178
Peter Schutz	801 Pine Creek Lane, Naples, FL 34108
Williard Rhodes	143 Walsh Lane, Southern Pine, N.C. 28387

#### ARTICLE VII. INCORPORATOR

The name and street address of the original incorporator of the Corporation was:

Michael A. Rubin	420 So. Dixie Highway, Suite 4B
	Coral Gables, Florida 33146

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#### ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

#### ARTICLE X. APPROVAL

The within Amended and Restated Articles of Incorporation contains amendments which requires Board of Director and Shareholder approval. The number of votes cast for these Amended and Restated Articles of Incorporation by the Board of Directors and Shareholders was sufficient for approval.

The within Amended and Restated Articles of Incorporation of the Corporation, was approved and adopted by means of a written consent of the shareholders and Directors of the Corporation, dated September 26, 2001.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Amended and Restated Articles of Incorporation this 26<sup>th</sup> day of September, 2001.

  
\_\_\_\_\_  
Nicolas F. Trujillo, President

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