

J 74907

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BASIC AMENDMENT

SUSAN'S POMPANO, INC.

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Amended & Restated

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Articles
06-20-00

June 15, 2000

UUSAN'S POMPARNO, INC.
31 NE 1ST AVENUE
POMPANO BCH., FL 33060

SUBJECT: SUSAN'S POMPARNO, INC.
REF: J74907

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The words "initial" and "initially" must be removed from Article V of your document.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000032130
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ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SUSAN'S POMPANO, INC.

FILED
00 JUN 15 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Martin Malaga, being the President of Susan's Pompano, Inc. (the "Corporation"), does hereby certify:

1. The original articles of incorporation of the Corporation were filed with the Secretary of State of the State of Florida on May 28, 1987 and assigned document number J74907.

2. The Articles of Incorporation of the Corporation are amended as follows: (i) Articles II, III, V, VI, VII, VIII, X, XII, XIII, XIV, XV, XVI, XVII, XVIII, XIX, XX, XXI, XXII, and XXIII are each deleted in its entirety; (ii) Article XI is amended in its entirety to read as follows and is renumbered:

"ARTICLE V
INITIAL SHAREHOLDERS

The shares of this Corporation shall be issued initially to the following persons in the amounts opposite their names:

Martin Malaga - 250 shares
Susan Malaga - 250 shares"

(iii) a new article is added listing the principal office of the Corporation; (iv) a new article is added fixing the number of directors of the Corporation at two (2) and requiring all actions of the Board of Directors of the Corporation to require the affirmative vote or written consent of both directors.

3. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the forgoing amendments, which were adopted pursuant to Section 607.1003 of the Florida Statutes, and the omission of matters of historical interest.

The Corporation desires to amend and restate its Articles of Incorporation as currently in effect. Therefore, the Articles of Incorporation as filed are hereby amended and restated in their entirety as follows:

THIS INSTRUMENT PREPARED BY:
Elana K. Scoler, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400; Boca Raton, FL 33431
Telephone: (561) 394-0500 - Fla. Bar No. 0135320

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SUSAN'S POMPAÑO, INC.

ARTICLE I
NAME

The name of the corporation is Susan's Pompano, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 31 N.E. 1st Avenue, Pompano Beach, Florida 33060.

ARTICLE III
SHARES

The number of shares that the Corporation is authorized to issue is 10,000 common shares of the par value of \$1.00 per share.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 31 N.E. 1st Avenue, Pompano Beach, Florida 33060., and the name of the registered agent of the Corporation at that office is Martin Malaga.

ARTICLE V
INITIAL SHAREHOLDERS

The shares of this Corporation shall be issued initially to the following persons in the amounts opposite their names:

Martin Malaga	-	250 shares
Susan Malaga	-	250 shares

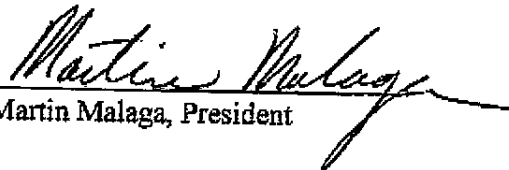
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**ARTICLE VI
NUMBER OF DIRECTORS**

The number of directors of the Corporation is fixed at two (2). All actions of the Board of Directors shall require the affirmative vote or written consent of both directors.

4. The foregoing amendments and restatement of the Articles of Incorporation were authorized by the unanimous vote of the directors present at a meeting of the Board of Directors duly held on June 13, 2000 followed by the unanimous vote of the holders of all of the outstanding shares of the Corporation entitled to vote thereon present at a meeting. The number of votes cast for the foregoing amendments by the shareholders was unanimous.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amended and Restated of Articles of Incorporation this 13th day of June, 2000


Martin Malaga, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for Susan's Pompano, Inc. (the "Corporation") at the place described in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.


Martin Malaga