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REPLY TO:
Devereux Drive

August 23, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation of Tinimar, Inc.

Gentlemen:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of Tinimar, Inc., together with a check for \$35.00 to cover the filing fee.

Once the Amended and Restated Articles of Incorporation have been filed, a copy should be returned to this office.

Very truly yours,



JOEL E. BOYD

600003374886-8
-08/28/00-01102-003
*****35.00 *****35.00

JEB/mm
Enclosures

cc: Mr. Nicholas Telemachos

FILED
00 AUG 28 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend to
Restated
9/11
ac
IN FORT PIERCE
DEAN, MEAD, MINTON & KLEIN
(561) 464-7700 (561) 562-7700

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF TINIMAR, INC.

FILED
00 JUN 28 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be TINIMAR, INC.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 3101 North Highway A1A, Indialantic, FL 32903, which shall also be the mailing address of the Corporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500), of which Two Thousand Five Hundred (2,500) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A voting common stock and Five Thousand (5,000) shares having a par value of One

Dollar (\$1.00) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida is 3101 North Highway A1A, Indialantic, FL 32903. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is NICHOLAS TELEMACHOS. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - BOARD OF DIRECTORS

A. The number of Directors of this corporation shall be two (2).

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

C. The names and street addresses of the current members of the Board of Directors, each to hold office until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Nicholas Telemachos	3101 North Highway A1A Indialantic, FL 32903
John Ballauer	3101 North Highway A1A Indialantic, FL 32903

ARTICLE VII - INDEMNIFICATION


This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned corporation has executed these Amended and Restated Articles of Incorporation at Melbourne, Florida, this 23rd day of August, 2000.

TINIMAR, INC.

By: 
Nicholas Telemachos, President

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 


NICHOLAS TELEMACHOS

Date: August 23, 2000.

**OFFICER'S CERTIFICATE
TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF TINIMAR, INC.**

I, NICHOLAS TELEMACHOS, being the duly elected, qualified and acting President of TINIMAR, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 23rd day of August, 2000.



NICHOLAS TELEMACHOS, President of
TINIMAR, INC.