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Ordered By: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DONEAGAIN, INC.

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Pursuant to Sections 607.1003, 607.1006 and 607.1007, these Amended and Restated Articles of Incorporation (the "Articles") amend and restate the Articles of Incorporation of DONEAGAIN, INC., f/k/a The Continental Group, Inc., a Florida corporation (the "Corporation"), as follows:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is DONEAGAIN, INC. and its principal office and the mailing address is 2950 N. 28th Terrace, Hollywood, Florida 33020.

ARTICLE II - AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is 100,001 shares of common stock without par value, consisting of 100,000 shares of Class A Voting Stock, and one share of Class B Voting Stock. Class A Voting Stock and Class B Voting Stock shall be identical in all respects, except that the consent and approval of the holder of Class B Voting Stock shall be required in order to authorize the Corporation to file a voluntary petition or otherwise initiate, or consent to, proceedings for the Corporation to be adjudicated insolvent or seeking an order for relief as a debtor under the United States Bankruptcy Code, as amended (11 U.S.C. §§ 101 et seq.), or file any petition, or consent to any petition, seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, or liquidator (or other similar official) of the Corporation or of all or any substantial part of the properties and assets of the Corporation, or make any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any corporate action in furtherance of any such action.

The consideration for each share shall be fixed by the Board of Directors, which consideration may consist of any tangible or intangible property or benefit to the Corporation,

including cash, promissory notes, services performed, or promises to perform services evidenced by a written contract and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE III- BOARD OF DIRECTORS

The number of directors of the Corporation may be increased or decreased by resolution of the Board of Directors, as provided in the Bylaws of the Corporation. The number of directors constituting the Board of Directors shall be at least one (1), and the name and address of the directors of the Corporation to serve until the next annual meeting of the shareholders or until a successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Gene Gomberg	2950 N. 28 th Terrace Hollywood, FL 33020
Richard Strunin	2950 N. 28 th Terrace Hollywood, FL 33020

ARTICLE IV - BYLAWS

The Board of Directors is expressly authorized to adopt, alter, amend or repeal the Bylaws of the Corporation subject to the limitations set forth in these Amended Articles.

ARTICLE V - LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act is amended after the date of these Amended Articles to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

The rights and authority conferred in this Article V shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of these Amended

Articles or the Bylaws of the Corporation, agreement, vote of shareholders or disinterested directors or otherwise.

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law, including, without limitation, reimbursement for all costs, legal and other expenses reasonably incurred. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted, nor shall anything herein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE VII - AMENDMENT

Subject to the provisions and restrictions of Article VIII(d)(vi), the Corporation reserves the right to amend, alter or repeal any provision in these Amended and Restated Articles as permitted by Sections 607.1002 and 607.1003 of the Florida Business Corporation Act.

ARTICLE VIII - PURPOSE UNTIL THE SATISFACTION DATE

The corporation has borrowed the sum of \$700,000 from The Continental Group, Ltd., a Florida limited partnership, as evidenced by a promissory note and secured by a security agreement (the "Indebtedness") in order to fund the redemption in 1999 of certain stock of the Corporation (the "Redemption"). Until the date that the Indebtedness is paid in full and satisfied (the "Satisfaction Date") and except as otherwise permitted or required by the Indebtedness and all documents executed in connection with the Indebtedness and the Redemption, the following provisions of this Article VIII shall remain in full force and effect. Upon the Satisfaction Date, the provisions of this Article VIII shall be void and of no further force and effect.

(a) The purpose for which the Corporation is organized is limited to: (i) owning a limited partnership interest in The Continental Group, Ltd., a Florida limited partnership ("Continental Ltd."), and owning shares of stock in The Continental Group, Inc., a Florida corporation ("Continental Inc.") and the general partner of Continental Ltd., and performing all duties, activities and responsibilities incident to being a limited partner and a shareholder of Continental Ltd. and Continental Inc. respectively (the foregoing activities, collectively, referred to as the "Ownership Activities"); (ii) performing its obligations with regard to the Indebtedness and the Redemption; and (iii) transacting any and all lawful business that is incident, necessary or appropriate to the Ownership Activities.

(b) The Corporation shall not, without the unanimous affirmative vote of the members of its Board of Directors, file a voluntary petition or otherwise initiate, or consent to, proceedings

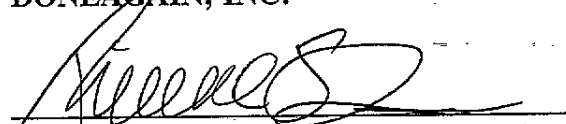
for the Corporation to be adjudicated insolvent or seeking an order for relief as a debtor under the United States Bankruptcy Code, as amended (11 U.S.C. §§ 101 et seq.), or file any petition, or consent to any petition, seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, or liquidator (or other similar official) of the Corporation or of all or any substantial part of the properties and assets of the Corporation, or make any general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debt or take any corporate action in furtherance of any such action.

(c) The Corporation shall (i) observe all corporate formalities, including the maintenance of current minute books; (ii) maintain its own separate and distinct books of account and corporate records from any other person or entity; (iii) cause its financial statements to be prepared in accordance with generally accepted accounting principles in a manner that indicates the separate existence of the Corporation and its assets and liabilities from any other person or entity; (iv) pay all its liabilities out of its own funds; (v) in all dealings, identify itself, and conduct its own business and hold itself out under its own name and as a separate and distinct entity and correct any misunderstandings regarding its status as a separate entity; (vi) independently make decisions with respect to its business and daily operations; (vii) maintain an arm's length relationship with any related entities; (viii) pay the salaries of its employees and maintain a sufficient number of employees in light of its contemplated activities; (ix) allocate fairly and reasonably any overhead for shared office space; and (x) use separate stationery, invoices and checks.

(d) The Corporation shall not (i) commingle its assets with those of, or pledge its assets for the benefit of, any other person or entity; (ii) assume, guarantee or become obligated, or hold out its credit as being available to satisfy, the liabilities or obligations of any other person or entity; (iii) reduce its capital below an amount which is adequate in light of its contemplated business operations; (iv) acquire obligations or securities of, or make loans or advances to, any affiliate; (v) incur or assume any indebtedness other than (A) the Indebtedness, and (B) liabilities (including, but not limited to, trade payables) arising in the ordinary course of the Corporation's Ownership Activities; (vi) amend, alter, change or repeal any provision of this Article VIII of these Amended Articles; (vii) engage in any dissolution or liquidation, in whole or in part, consolidation or merger with or into any other entity or conveyance, sale or transfer of its properties and assets substantially as an entirety to any entity; or (viii) engage in any business or activity other than as set forth in these Amended Articles. Notwithstanding anything contained herein to the contrary, nothing herein shall be deemed to prohibit or otherwise limit any dividends or other distributions from the Corporation to its shareholders.

IN WITNESS WHEREOF, the undersigned President has executed these Amended
and Restated Articles of Incorporation this 31 day of March, 2000.

DONEAGAIN, INC.

A handwritten signature in dark ink, appearing to read 'Richard Strunin', is written over a horizontal line.

By: Richard Strunin

Its: President

CERTIFICATE

The attached Restated and Amended Articles of Incorporation of Doneagain, Inc., a Florida corporation (the "Corporation"), require shareholder approval.

The foregoing Amended and Restated Articles of Incorporation were duly adopted and unanimously approved by the two shareholders and the two Directors of the Corporation by joint written consent in lieu of a meeting, dated March 31, 2000, pursuant to Sections 607.0704 and 607.1003(6) of the Florida Business Corporation Act. Such unanimous shareholder consent is sufficient for approval of these Amended and Restated Articles of Incorporation.

This Certificate is given in accordance with Section 607.1007 of the Florida Business Corporation Act.

DONEAGAIN, INC.



By: Richard Strunin
Its: President

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