

M46618

SOUTHERN GENTLEMEN, INC.  
20821 S.W. 86TH AVENUE  
MIAMI, FL 33189

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 26 PM 2:46

November 24, 1997

Corporate Records Bureau  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

700002358397--7  
-11/26/97--01104--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: AMENDED & RESTATED ARTICLES OF INCORPORATION  
OF SOUTHERN GENTLEMEN, INC.

Dear Sirs:

Enclosed are the original and one (1) copy of the Amended and Restated Articles of Incorporation for SOUTHERN GENTLEMEN, INC. Please approve and file the original and certify and return the copy for me. Further, please also find enclosed a Unanimous Written Consent to this

As well, enclosed is a check payable to the Secretary of State for the following charges:

1. Filing Fee	\$ 35.00
2. Certified Copy	\$ 52.50
TOTAL:	\$ 87.50

Thank you for your assistance in this matter. Of course, please advise if there is anything further that is required.

Very truly yours,

*Juanita L. Mosley*  
Juanita L. Mosley  
President

CHECK ENCLOSED

Amend + Restated  
12-4-97  
CC

AMENDED and RESTATED ARTICLES OF INCORPORATION

OF

SOUTHERN GENTLEMEN, INC.

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 NOV 26 PM 2:46

The Articles of Incorporation of Southern Gentlemen, Inc. shall be amended as follows:

All Articles of the Articles of Incorporation shall be deleted in their entirety and the following shall be added in their place:

ARTICLE I. NAME

The name of the corporation is SOUTHERN GENTLEMEN, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation commenced on February 13, 1987.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 20821 S.W. 86th Avenue, Miami, FL 33189.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is

AMENDED and RESTATED ARTICLES OF INCORPORATION  
of SOUTHERN GENTLEMEN, INC. (CONTINUED)

authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. 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, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder

AMENDED and RESTATED ARTICLES OF INCORPORATION  
of SOUTHERN GENTLEMEN, INC. (CONTINUED)

of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The Street address of the office of the corporation is 20821 S.W. 86th Avenue, Miami, FL 33189, and the name of the corporation's registered agent is JUANITA L. MOSLEY.

ARTICLE VIII. BOARD OF DIRECTORS

The corporation has 1 director. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1). The names and street addresses of the director is:

<u>NAME</u>	<u>ADDRESS</u>
JUANITA L. MOSLEY	20821 S.W. 86TH AVENUE MIAMI, FL 33189

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator was:

AMENDED and RESTATED ARTICLES OF INCORPORATION  
of SOUTHERN GENTLEMEN, INC. (CONTINUED)

<u>NAME</u>	<u>ADDRESS</u>
JUANITA L. MOSLEY	20821 S.W. 86TH AVENUE MIAMI, FL 33189

The incorporator of the corporation assigned to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigned to those persons designated by the board of directors any rights she might have had as incorporator to acquire any of the capital stock of this corporation, this assignment having become effective on the date corporate existence began.

ARTICLE X. 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 XI. 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

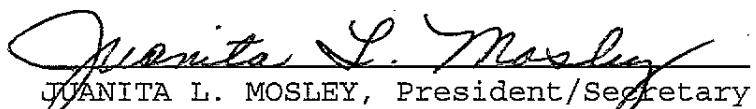
AMENDED and RESTATED ARTICLES OF INCORPORATION  
of SOUTHERN GENTLEMEN, INC. (CONTINUED)

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.

The foregoing Amended and Restated Articles of Incorporation were adopted on November 22, 1997, by the sole shareholder and director of the corporation, pursuant to Florida Statutes §§ 607.1006 and 607.1007, as evidenced by her signature on a Unanimous Consent manifesting her intention that the foregoing Amended and Restated Articles of Incorporation be adopted.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Amended and Restated Articles of Incorporation this 22 day of November, 1997.

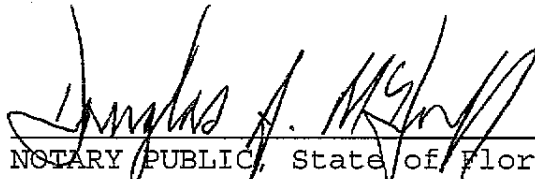
SOUTHERN GENTLEMEN, INC.

  
JUANITA L. MOSLEY, President/Secretary  
And Sole Shareholder

AMENDED and RESTATED ARTICLES OF INCORPORATION  
of SOUTHERN GENTLEMEN, INC. (CONTINUED)

STATE OF FLORIDA        }  
                              }   SS  
COUNTY OF DADE        }

The foregoing instrument was acknowledged before me this  
22<sup>nd</sup> day of November, 1997 by Juanita L. Mosley, as  
President/Secretary and Sole Shareholder of Southern Gentlemen,  
Inc., who is personally known to me, or who has provided a Florida  
Driver's License as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large




DOUGLAS A MCDUFF  
My Commission CC415618  
Expires Oct. 23, 1998  
Bonded by HAI  
800-422-1555

UNANIMOUS WRITTEN CONSENT OF  
SOLE SHAREHOLDER AND DIRECTOR OF  
SOUTHERN GENTLEMEN, INC.,  
a Florida corporation  
IN LIEU OF A SPECIAL JOINT MEETING

The undersigned, constituting the sole shareholder and director of SOUTHERN GENTLEMEN, INC., a Florida corporation, hereinafter referred to as the "Corporation", does hereby consent, pursuant to Florida Statutes §§ 607.1006 and 607.1007, to the Amended and Restated Articles of Incorporation in their entirety.

IN WITNESS WHEREOF, the undersigned sole shareholder and director has executed this Written Consent this 22nd day of November, 1997, to manifest her intention that the said Amended and Restated Articles of Incorporation be adopted.

  
JUANITA L. MOSLEY, Sole Shareholder  
& Director