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ACCOUNT NO. : 072100000032

REFERENCE : 789209 4303929

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 87.50

ORDER DATE : April 21, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 789209-015

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stacey L. Swaye
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

FILED
98 JUN -30 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amended
Restated*

800002576109--0

DOMESTIC AMENDMENT FILING

NAME: CSMC-MANAGEMENT SERVICES, INC.

FILE THIRD***

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

RECEIVED
98 JUN 30 AM 11:22
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DDN
7/1/98

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CSMC-MANAGEMENT SERVICES, INC.**

Original Articles of Incorporation filed
with the Florida Department of State on
November 6, 1987 and amended on
April 8, 1994 (the "Articles")

FILED
98 JUN 30 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is CSMC-Management Services, Inc.

ARTICLE II.

The address of the principal office and the mailing address of the Corporation is 3250 Mary Street, 5th Floor, Miami, Florida 33133. The address of the Corporation's registered office is 3250 Mary St., 5th FL, City of Miami, County of Dade, State of Florida 33133 and the name of the Corporation's registered agent at such office is Arvin Peltz, Esq.

ARTICLE III.

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV.

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is twenty-one million (21,000,000), consisting of (i) twenty million (20,000,000) shares of common stock, par value \$0.005 per share (the "Common Stock"), and (ii) one million (1,000,000) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Common Stock and the Preferred Stock are as follows:

A. Provisions relating to the Common Stock.

1. Voting Rights.

(a) Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of preferred stock, as provided in Section B of this Article IV, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

(b) The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including, without limitation, the election of directors.

2. Dividends. Except as otherwise provided by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of preferred stock, as provided in Section B of this Article IV, the holders of the Common Stock shall be entitled to receive when,

as and if provided by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after payment or provision for payment of the debts and other liabilities of the Corporation, and except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of preferred stock, as provided in Section B of this Article IV, the remaining assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock.

B. Provisions Relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations, powers, preferences, rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes or of any series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such class or series unissued shares of the Preferred Stock designated for such class or series and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

C. General Provisions.

1. Except as may be provided by the resolutions of the Board authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. No shareholder of the Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of the Corporation now or hereafter to be authorized, and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend, voting or other rights of such shareholder.

D. Share Reclassification.

On the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida, each then outstanding share of the Corporation's previously authorized common stock, par value \$1.00 per share (the "Old Common Stock") shall hereby and hereupon automatically be reclassified and converted into 10,620.513 shares of the Corporation's newly authorized Common Stock, par value \$0.005 per share. Each certificate that heretofore represented shares of Old Common Stock shall immediately thereafter represent the appropriate number of shares of Common Stock into which such shares were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall hereafter receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Common Stock to which such person is entitled.

ARTICLE V.

A. Number and Term of Directors. The Board of Directors of the Corporation shall consist of not less than one nor more than eleven members with the exact number to be fixed from time to time by resolution of the Board. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

B. Director Vacancies; Removal. Whenever any vacancy on the Board shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, only a majority of directors in office, although less than a quorum of the entire Board, may fill the vacancy or vacancies for the balance of the unexpired term or terms, at which time a successor or successors shall be duly elected by the shareholders and qualified. Shareholders shall not, and shall have no power to, fill any vacancy on the Board. Shareholders may remove a director from office prior to the expiration of his or her term, but only for "cause" by an affirmative vote of two-thirds of the outstanding shares of capital stock entitled to vote for the election of directors.

C. Shareholder Nominations of Director Candidates. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board at an annual or special meeting of shareholders may be made by or at the direction of the Board by any nominating committee or person appointed by the Board or by any shareholder of the Corporation entitled to vote for the election of

directors at the meeting who complies with the procedures set forth in this paragraph C; provided, however, that nominations of persons for election to the Board at a special meeting may be made only if the election of directors is one of the purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act. Nominations of persons for election at annual meetings, other than nominations made by or at the direction of the Board, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than One Hundred Twenty (120) days nor more than One Hundred Eighty (180) days prior to the first anniversary of the date of the Company's notice of annual meeting provided with respect to the previous year's annual meeting; provided, however, that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than 30 calendar days earlier than the date contemplated by the previous year's proxy statement, such notice by the shareholder to be timely must be so received not later than the close of business on the tenth (10th) day following the date on which notice of the date of the annual meeting is given to shareholders or made public, whichever first occurs. Such shareholder's notice to the Secretary shall set forth (a) as to each person whom the shareholder proposes to nominate for election or re-election as a director at the annual meeting, (i) the name, age, business address and residence address of the proposed nominee, (ii) the principal occupation or employment of the proposed nominee, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the proposed nominee, and (iv) any other information relating to the proposed nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Rule 14a under the Securities Exchange Act of 1934, as amended; and (b) as to the shareholder giving the notice of nominees for election at the annual meeting, (i) the name and record address of the shareholder, and (ii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder. The Corporation may require any proposed nominee for election at an annual or special meeting of shareholders to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth herein. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the requirements of this paragraph C, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

D. **Amendments.** Notwithstanding anything contained in these Amended and Restated Articles of Incorporation to the contrary, this Article V shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of all capital stock entitled to vote for the election of directors.

ARTICLE VI.

This Corporation shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE VII.

A. **Call of Special Shareholders Meeting.** Except as otherwise required by law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of law) (i) the holders of not less than fifty (50) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (ii) the meeting is called by the Board pursuant to a resolution approved by a majority of the entire Board. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act may be conducted at a special shareholders' meeting.

B. **Advance Notice of Shareholder-Proposed Business for Annual Meeting.** At an annual meeting of the shareholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board, (b) otherwise properly brought before the meeting by or at the direction of the Board, or (c) otherwise properly brought before the meeting by a shareholder. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a shareholder, the

shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation, not less than One Hundred Twenty (120) days nor more than One Hundred Eighty (180) days prior to the first anniversary of the date of the Company's notice of annual meeting provided with respect to the previous year's annual meeting; provided, however, that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than 30 calendar days earlier than the date contemplated by the previous year's proxy statement, such notice by the shareholder to be timely must be so received not later than the close of business on the tenth (10th) day following the date on which notice of the date of the annual meeting is given to shareholders or made public, whichever first occurs. Such shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of the shareholder proposing such business, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder, and (iv) any material interest of the shareholder in such business. The Chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the requirements of this paragraph B, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

C. **Amendments.** Notwithstanding anything contained in these Amended and Restated Articles of Incorporation to the contrary, this Article VII shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of all capital stock entitled to vote for the election of directors.

ARTICLE VIII.

A. **Divestiture Order.** If any governmental commission, regulatory authority, entity, agency or instrumentality (collectively, an "Authority") having jurisdiction over the Corporation or any affiliate of the Corporation or that has granted a license, certificate of authority, franchise or similar approval (collectively, a "License") to the Corporation or any affiliate of the Corporation orders or requires any shareholder to divest any or all of the shares owned by such shareholder (a "Divestiture Order") and the shareholder fails to do so by the date required by the Divestiture Order (unless the Divestiture Order is stayed), the Corporation will have the right to acquire from the shareholder the shares that the shareholder failed to divest as required by such Divestiture Order. If, after reasonable notice and an opportunity for affected parties to be heard, any Authority determines that continued ownership of the Common Stock by any shareholder shall be grounds for the revocation, cancellation, non-renewal, restriction or withholding of any License granted to or applied for by the Corporation or any affiliate of the Corporation, such shareholder shall divest the shares that provide the basis for such determination, and if such shareholder fails to divest shares within ten (10) days after the date the Authority's determination becomes effective (unless the determination is stayed), the Corporation shall have the right to acquire such shares from the shareholder.

If the Corporation determines that persons who are not citizens of the United States as determined under the Shipping Act of 1916, as amended, or the Merchant Marine Act of 1936, as amended, (the "Foreign Citizens") own more than 25% of the Corporation's outstanding Common Stock, the Corporation may require the Foreign Citizen(s) who most recently acquired the shares that bring total Foreign Citizen ownership to more than 25% of the outstanding Common Stock (the "Excess Shares") to divest the Excess Shares to persons who are United States citizens. If the Foreign Citizen(s) so directed fail to divest the Excess Shares to United States citizens within 30 days after the date on which the Corporation gives a written notice to the Foreign Citizen(s) to divest the Excess Shares, the Corporation shall have the right to acquire the shares that the Foreign Citizen(s) failed to divest as required by the Corporation's notice.

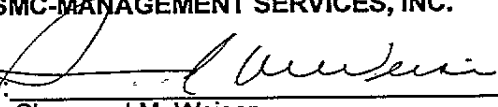
Whenever the Corporation has the right to acquire shares from a shareholder pursuant to the provisions described in this Article VIII, the Corporation will pay the shareholder a price per share equal to the fair market value of such Common Stock (the average of the daily "closing prices" of such Common Stock for the twenty (20) consecutive trading days immediately preceding the redemption date or the "closing price" of such Common Stock on the day immediately preceding the redemption date, whichever is higher). For purposes of determining the fair market value of Common Stock, the term "closing price" means the last reported sale price, regular way, or in case no such reported sale takes place, the average of the last reported bid and asked prices, regular way, in either case on the principal

national securities exchange registered under the Securities Exchange Act of 1934, as amended, on which such Common Stock is admitted to trading or listed, or if not listed or admitted to trading on any national securities exchange, the closing price of such Common Stock, or in case no reported sale takes place, the average of the closing bid and asked prices on Nasdaq National Market or any comparable system, or if such Common Stock is not listed or quoted on Nasdaq National Market or any comparable system, the closing sale price, or in case no reported sale takes place, the average of the closing bid and asked prices, as furnished by any member of the National Association of Securities Dealers, Inc., selected from time to time by the Corporation for that purpose, or if no such closing bid or asked prices are furnished, the fair market value of the Common Stock as determined by the Corporation's Board of Directors in good faith after consulting with a nationally recognized investment banking firm.

Payment for any shares of Common Stock purchased by the Corporation may be made in cash, notes or preferred stock which, in the opinion of a nationally recognized investment banking firm, have a value equal to the amount required to be paid.

When any Divestiture Order is entered or when the Corporation tenders the consideration for which it may acquire shares, as described above, the shares in question shall no longer be entitled to any voting, dividend or other rights until such time as they have been appropriately divested.

CSMC-MANAGEMENT SERVICES, INC.

By: 

Sherwood M. Weiser
President

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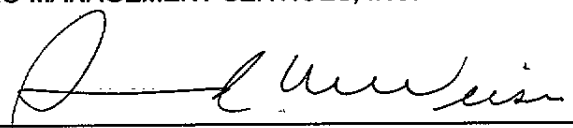
**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CSMC-MANAGEMENT SERVICES, INC.**

CSMC-Management Services, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "FBCA") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is CSMC-Management Services, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") are in accordance with Section 607.1006 of the FBCA, and contain certain amendments to the Corporation's Articles of Incorporation that provide, among other things, for an increase in the Corporation's total authorized capital stock, a change in the par value of authorized shares of common stock, the addition of preferred stock and a share reclassification.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval. In accordance with Section 607.1003 of the FBCA, (i) on March 31, 1998, the Corporation's Board of Directors unanimously approved by written consent, the Restated Articles and recommend them to the Company's shareholders for approval, and (ii) on June 30, 1998, a majority of the Corporation's shareholders entitled to vote thereon adopted and approved by written consent, such Restated Articles. The number of votes cast were sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of June 30 1998.

CSMC-MANAGEMENT SERVICES, INC.

By: 

Name: Sherwood M. Weiser

Title: President