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ACCOUNT NO. : 072100000032

REFERENCE : 917618 4303929

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 43.75

ORDER DATE : December 4, 2000

ORDER TIME : 10:04 AM

ORDER NO. : 917618-005

CUSTOMER NO: 4303929

CUSTOMER: Michael W. Hein, Esq  
Greenberg Traurig, P.a.  
1221 Brickell Avenue

Miami, FL 33131-3238

FILED  
00 DEC -4 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000003484262--3

DOMESTIC AMENDMENT FILING

NAME: BROADSPAN CAPITAL, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

TO BE FILED  
IN THE OFFICE  
OF THE SECRETARY  
OF STATE  
TALLAHASSEE, FLORIDA

00 DEC -4 AM 8:08

RECEIVED  
OFFICE OF THE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Q. COULLETTE DEC 04 2000

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE  
RE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BROADSPAN CAPITAL, INC.**

BroadSpan Capital, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act 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 BroadSpan Capital, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation that provide, among other things, for the reduction in the number of authorized shares of common stock from 10,000 shares to 7,500 shares.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted and approved on November 30, 2000 by the Corporation's Board of Directors and shareholders.

FILED  
00 DEC -4 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of  
November 30, 2000.

BROADSPAN CAPITAL, INC.

By: 

Name: Orlando Chiossone

Title: Managing Director

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BROADSPAN CAPITAL, INC.**

Pursuant to the provisions of Section 607.1007, Florida Statutes, BROADSPAN CAPITAL, INC. (the "Corporation") adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I  
Name and Principal Office**

The name of the corporation is BroadSpan Capital, Inc. The address of the principal office and the mailing address of the Corporation is 2121 Ponce de Leon Boulevard, Coral Gables, Florida 33134. The Board of Directors of the Corporation, or an officer of the Corporation acting under the authority of the Board of Directors, is authorized to change the principal office of the Corporation from time to time without amendment to these Articles of Incorporation.

**ARTICLE II  
Registered Agent and Office**

The street address of the Corporation's registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its registered agent at such address is Corporation Service Company.

**ARTICLE III  
Capital Stock**

The total number of shares of all classes which this Corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock, par value \$0.01 per share.

**ARTICLE IV  
Board of Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

**ARTICLE V  
Indemnification**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 30 day of November, 2000.

BROADSPAN CAPITAL, INC.

By: 

Name: Orlando Chiossone

Title: Managing Director

**Acceptance by Registered Agent**

The undersigned hereby accepts the appointment as registered agent of BroadSpan Capital, Inc. and agrees to comply with the provisions of the laws of Florida, including Section 48.0981, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: 12-09-, 2000

CORPORATION SERVICE COMPANY

By: 

Name:

Title:

**BRIAN COURTNEY, ASST. VP.**