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To:

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From:

Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A.  
Account Number : 075424003301  
Phone : (813) 223-7474  
Fax Number : (813) 229-6553

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BASIC AMENDMENT

THE PAR WORLDWIDE GROUP INCORPORATED

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

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Electronic Filing Manual

Corporate Filing

Public Access Help

Amended  
Restated  
Art.

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**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
THE PAR WORLDWIDE GROUP INCORPORATED**

The PAR Worldwide Group Incorporated, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation, in accordance with the requirements of Sections 607.1006 and 607.1007, Florida Statutes, does hereby, by and through the undersigned officer, its President and Chief Executive Officer, certify as follows:

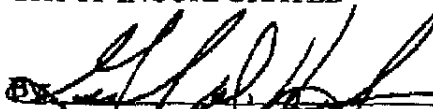
1. The Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and replace the Corporation's Articles of Incorporation filed on June 14, 2000, and all amendments thereto.

2. The Amended and Restated Articles contain one or more amendments that required shareholder approval.

3. The shareholders, through unanimous written consent in lieu of a meeting pursuant to Section 607.0704, Florida Statutes, approved the Amended and Restated Articles on February 2, 2004, and such consent was sufficient for the approval of the Amended and Restated Articles.

IN WITNESS WHEREOF, THE PAR GROUP WORLDWIDE INCORPORATED has caused this Certificate to be executed and acknowledged by its President and Chief Executive Officer this 2 day of February 2004.

THE PAR WORLDWIDE  
GROUP INCORPORATED

  
Gerard D. Henderson  
President and Chief Executive Officer

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DIVISION OF CORPORATIONS  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE PAR WORLDWIDE GROUP INCORPORATED**

**ARTICLE I**

**Name**

The name of this corporation is:

The PAR Worldwide Group Incorporated

**ARTICLE II**

**Duration**

The period of existence of the corporation is perpetual.

**ARTICLE III**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

2385 Aerial Way  
Brooksville, Florida 34604

**ARTICLE IV**

**Registered Office and Registered Agent**

The registered office of the corporation shall be located at 703 West Summit Road, Brooksville, FL 34601, and the registered agent of this corporation at such office shall be Robert Allen Morris, Jr., Esq. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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## ARTICLE V

Business and Purposes

The general purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith the Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

## ARTICLE VI

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE VII

Board of Directors

The Board of Directors of the Corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or

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without the State of Florida. Directors need not be stockholders. The stockholders of the Corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Bylaws

(a) The power to adopt the bylaws of the Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of the Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of the Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE IX

### Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE X

### Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, The PAR Worldwide Group Incorporated has caused the foregoing Amended and Restated Articles of Incorporation to be signed by its President and Chief Executive Officer on this 2 day of February 2004.

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TRENAM KEMKER

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THE PAR WORLDWIDE  
GROUP INCORPORATED

By

  
Gerard D. Henderson

President and Chief Executive Officer

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