P00000101297

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

managenent Co. #P00000101291)

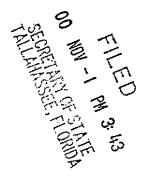
Signature

Name

337-11- Ta

Requested by:

Will Pick Un



100003447641--5 -11/01/00--01031--016 ******35.00 ******35.00

Art of Inc. File_

LTD Partnership File____

Fictitious Owner Search_____

Vehicle Search_

Driving Record___ UCC 1 or 3 File__

UCC 11 Search_

UCC 11 Retrieval_

Courier

Foreign Corp. File____

	L.C. File
	Fictitious Name File
	Trade/Service Mark
	Merger File
- 2:10 2 x 0 k **	Art. of Amend. File
Dile Durst X	RA Resignation
	Dissolution / Withdrawal
	Annual Report / Reinstatement
	Cert. Copy
	Photo Copy
	Certificate of Good Standing
	Certificate of Status
1 DINC.	Certificate of Fictitious Name
mend 1 2000	Corp Record Search
a coulliette NOV 0 1 2000	Officer Search
•	Fictitious Search

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WILLAIMS FAMILY MANAGEMENT CO.

Pursuant to Sections 607.1005 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE I:

NAME

The name of this corporation is: WILLIAMS FAMILY MANAGEMENT CO.

ARTICLE II: BEGINNING OF CORPORATE EXISTENCE & DURATION

The existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Florida Secretary of State and shall continue perpetually unless dissolved pursuant to Florida law.

ARTICLE III: MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the corporation is as follows:

15445 SW 85th Avenue, Miami, FL 33157

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of One (\$1.00) Dollar Par Value Voting Common Stock.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial Registered Agent of this corporation at such address are as follows:

Lee J. Osiason

201 Alhambra Circle, Suite 601, Coral Gables, FL 33134

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director is as follows:

Frank Williams

15445 SW 85th Avenue Miami, FL 33157

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles is:

Lee J. Osiason 201 Alhambra Circle Suite 601 Coral Gables, FL 33134

H.V.IBRARY/Staff\lee\MyFiles\ESTATES\CIJENT\Williams\Articles.lnc.l.Py

ARTICLE VIII: INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Restated and Amended Articles of Incorporation this 31st day of October, 2000 hereby approving the amendments contained herein.

INCORPORATOR

Lee J. Osiason

REGISTERED AGENT

The undersigned hereby accepts its appointment as Registered Agent of the Corporation as set forth in the foregoing Articles of Incorporation.

Lee J. Osiason

CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WILLIAMS FAMILY MANAGEMENT CO.

The Incorporator of WILLIAMS FAMILY MANAGEMENT CO. hereby certifies as follows:

The attached Restated and Amended Articles of Incorporation of WILLIAMS FAMILY MANAGEMENT CO. was amended by the sole incorporator prior to the issuance of shares pursuant to Section 607.1005 of the Florida Business Corporation Act and therefore there is no requirement for either shareholder or director approval.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate on this 31st day of October, 2000.

INCORPORATOR

Lee J. Osiasor