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BASIC AMENDMENT

ASP GROUP INVESTMENTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amended & Restated

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Art. w/ NAME

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Change

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ASP GROUP INVESTMENTS, INC.

In accordance with Section 607.1007 of the Florida Business Corporation Act, ASP GROUP INVESTMENTS, INC. hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is A.S.P. Group Investments, Inc.

ARTICLE II

ADDRESS

The street and mailing address of this Corporation shall be 2100 NW 99 Avenue, Miami, FL 33172.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

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ARTICLE V**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to issue is Ten Thousand (10,000) shares of Voting Common Stock having a par value of \$0.01 per share and Ninety Thousand (90,000) shares of Nonvoting Common Stock having a par value of \$.01 per share.

ARTICLE VI**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Blvd., 20th Floor, Miami, FL 33131 and the registered agent for the Corporation at that address shall be Clayton E. Parker.

The foregoing Amended and Restated Articles of Incorporation of the Corporation were adopted by means of a Unanimous Written Consent of the Shareholders and Directors of the Corporation dated September 27, 2001, in accordance with the terms of Section 607.1003 of the Florida Business Corporation Act, and consequently, the number of shares cast in favor of the Amended and Restated Articles was sufficient for their approval.



David A. Perez, President

Date: September 27, 2001

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Certificate of Registered Agent

of

A.S.P. GROUP INVESTMENTS, INC.

Having been named to accept service of process for A.S.P. Group Investments, Inc., at the place designated in the foregoing Articles of Incorporation, Clayton E. Parker agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: September 27, 2001



Clayton E. Parker

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