

P01000100770

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BASIC AMENDMENT

CUPANEL, INC.

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Amended & Restated

10/30/01 Ant DC

FORD, JETER, BOWLUS, DUSS & MORGAN, P.A.

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OCTOBER 30, 2001

* ALSO ADMITTED IN TENNESSEE
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FACSIMILE TRANSMISSION MEMORANDUM

FROM: THERESA MARIE KENNEY, ESQ.

PAGES (INCLUDING COVER): 4

TO:	FACSIMILE NUMBER	TELEPHONE NUMBER
DARLENE CONNELL CORPORATE SPECIALIST FLORIDA DEPT. OF STATE	850-205-0380	

RE: CUPANEL, INC. / REFERENCE P01000100770

MESSAGE:

IN RESPONSE TO YOUR CORRESPONDENCE OF OCTOBER 30, 2001, ATTACHED PLEASE FIND REVISED AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR CUPANEL, INC. THIS DOCUMENT HAS BEEN REVISED TO REMOVE THE WORDS "INITIAL" OR "FIRST" AND TO ADD THE ADOPTION BY THE BOARD OF DIRECTORS WHICH DOES NOT CONTAIN ANY AMENDMENT REQUIRING SHAREHOLDER APPROVAL AS THE LAST PARAGRAPH.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 30, 2001

CUPANEL, INC.
12412 SAN JOSE BLVD
JACKSONVILLE, FL 32223

SUBJECT: CUPANEL, INC.
REF: P01000109770

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E01000109353
Letter Number: 901A00059245

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H01000109353 2

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CUPANEL, INC.**

The undersigned, as President of Cupanel, Inc. (the "Corporation") hereby amends and restates the Corporation's Articles of Incorporation as follows:

Article I - Name

The name of this corporation is **CUPANEL, INC.**

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Shares

The aggregate number of shares which this corporation shall have authority to issue shall be 1,000 of a par value of \$1.00 per share.

Article V - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is 85 Riverside Avenue, Unit F-5, Stamford, CT 06905, and the address of the registered office of this corporation is Ford, Jeter, Bowlus, Duss & Morgan, P.A., 10110 San Jose Boulevard, Jacksonville, Florida 32257, and the name of the registered agent at that address is Theresa M. Kenney.

Article VI - Board of Directors

This corporation shall have one (1) director. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than one. The name and address of the directors of this corporation are:

CUPANEL, INC., a Florida corporation

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Revised October 30, 2001 (10:44AM)

Page 1

This instrument prepared by:
Theresa M. KenneyFord, Jeter, Bowlus, Duss & Morgan, P.A.
10110 San Jose Boulevard, Jacksonville, Florida 32257
Telephone (904) 268-7227 Facsimile (904) 262-3337

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H01000109353 2

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Name

Address

Esther Lombardo

85 Riverside Avenue
Unit F-5
Stamford, CT 06905

Article VII - Incorporator

The name and address of the person who signed the original articles is:

Name

Address

Theresa M. Kenney

Ford, Jeter, Bowlus, Duss & Morgan, P.A.
10110 San Jose Boulevard
Jacksonville, Florida 32257

Article VIII - Indemnification

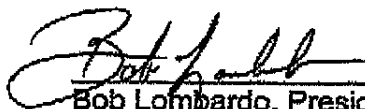
The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully set forth in the by-laws.

Article IX - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

These Amended and Restated Articles of Incorporation were adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 22 day of October, 2001.



Bob Lombardo, President

CUPANEL, INC., a Florida corporation

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Revised October 30, 2001 (10:44AM)

Page 2

This instrument prepared by:
Theresa M. Kenney Ford, Jeter, Bowlus, Duss & Morgan, P.A.
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