

ATTN: KAREN GIBSON

PO 2000014478

Florida Department of State
Division of Corporations
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To:
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Fax Number : (850) 205-0380

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

JARED-H GROUP INC.

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DIVISION OF CORPORATIONS

Certificate of Status	1
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Corporate Filing

Public Access Help

Handwritten signatures and initials, including "W. G. AM" and a circled "5".

February 12, 2002

JARED II GROUP INC.
1300 BRICKELL AVENUE
MIAMI, FL 33131

SUBJECT: JARED II GROUP INC.
REF: P02000014478

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000034882
Letter Number: 902A00008632

AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective February 11, 2002 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Anadi Group Inc.
Old Name: Jared II Group Inc.

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Article II. Address

The mailing address of the Corporation is:
Anadi Group Inc.
1300 Brickell Avenue
Miami FL 33131

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Francisco Mayorga

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600

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Article IV. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Jared II Group Inc.
Anadi Group Inc.

By:  _____
by E.E. Cammarata as attorney-in-fact

Name: Francisco Mayorga

Title: Director

Date: _____

February 11, 2002

Date: _____

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134
305-445-6600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

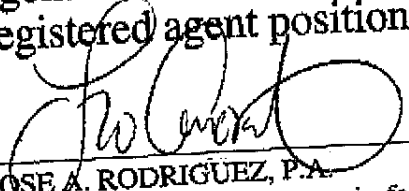
CORPORATION:

Anadi Group Inc.

REGISTERED AGENT/OFFICE:

Jose A. Rodriguez, P.A.
150 Alhambra Circle
Suite 1270
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOSE A. RODRIGUEZ, P.A.
by F.E. Cammarata as attorney-in-fact

Date: February 13, 2002

Jose A. Rodriguez, Esquire | FL Bar Member
Jose A. Rodriguez, P.A.
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Coral Gables FL 33134
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