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To:
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From:
Account Name : KEELEY, HAYES, DUDLEY, GARRETT & MAHLE, LLC
Account Number : I20010000236
Phone : (561)392-4300
Fax Number : (561)392-4409

Joe Keeley
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BASIC AMENDMENT

CPS WORLDWIDE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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DIVISION OF CORPORATIONS

April 24, 2002

CPS WORLDWIDE, INC.
600 FAIRWAY DRIVE
SUITE 104
DEERFIELD BEACH, FL 33441

SUBJECT: CPS WORLDWIDE, INC.
REF: P02000040250

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.

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 effective date cannot be prior to or more than 90 days after the date of filing in this office.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

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. #: H02000099511
Letter Number: 402A00024861

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

CERTIFICATE
AND
WRITTEN CONSENT OF SHAREHOLDERS
AUTHORIZING ACTION WITHOUT MEETING
2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority contained in Florida Statute 607.0704, the undersigned, being the sole shareholders of CPS Worldwide, Inc., a Florida Corporation, take the following action in writing and without a meeting:

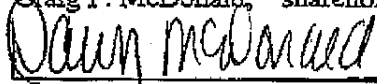
EFFECTIVE DATE

5-28-03

RESOLVED THAT:

1. The Restated Articles of Incorporation with an Effective Date of May 28, 2002, a copy of which is attached hereto, are approved unanimously
2. We certify that the corporation has no Board of Directors and the unanimous shareholder approval is sufficient to amend the Articles of Incorporation


Craig P. McDonald, shareholder and President


Dawn M. McDonald, shareholder and Vice President

5-31-02

Date

5/31/02

Date

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CPS WORLDWIDE, INC.

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02 APR 24 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned holders of 100% of all the stock of CPS WORLDWIDE, INC., file the following amended and restated articles of incorporation for CPS WORLDWIDE, INC.

EFFECTIVE DATE

5-28-02

ARTICLE 1

The name of the Corporation ("Corporation") is hereby changed to CORPORATE PROPERTY SERVICES, INC.

ARTICLE 2

The existence of the Corporation began on April 11, 2002, and these amended and restated articles of incorporation shall be effective as of May 28, 2002. The Corporation shall have a perpetual existence.

ARTICLE 3

The street address of the principal office of the Corporation is:

600 Fairway Drive, Suite 104
Deerfield Beach, FL 33441

ARTICLE 4

The general nature of the business to be transacted is any activity or business permitted under the laws of the United States and this State.

ARTICLE 5

The maximum number of shares this Corporation is authorized to issue is 1,000 shares of common stock at \$1.00 par value each. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE 6

The current street address of the Corporation's registered office is 600 Fairway Drive, Suite 104, Deerfield Beach, FL 33441. The current registered agent for the Corporation at that address is Craig P. McDonald.

ARTICLE 7

The corporation shall have no directors. The business of the corporation shall be managed by the shareholders.

ARTICLE 8

The Shareholders shall have the power to amend, revise, and repeal the Bylaws of Corporate Property Services, Inc.

ARTICLE 9

No amendment of these Amended and Restated Articles of Incorporation can be made except upon the affirmative vote of holders of record of fifty-one (51 %) percent of the stock of the corporation.

ARTICLE 10

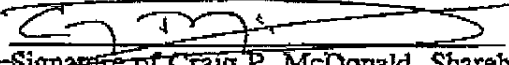
The names and street addresses of the persons signing these amended and restated articles of incorporation are:

Craig P. McDonald and Dawn M. McDonald
600 Fairway Drive, Suite 104
Deerfield Beach, FL 33441

ARTICLE 11

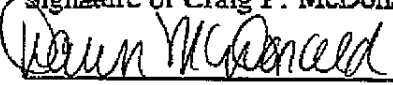
The corporation shall indemnify its shareholders, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned holders of record 100% of the stock of the corporation have executed these amended and restated articles of incorporation to be effective as of May 28, 2002.


Signature of Craig P. McDonald, Shareholder

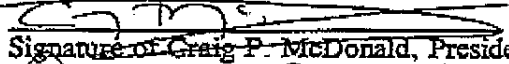
Date

5-31-02


Signature of Dawn M. McDonald, Shareholder

Date

5/31/02


Signature of Craig P. McDonald, President and Director

Date

5-31-02


Signature of Dawn M. McDonald, Vice President and Director

Date

5/31/02

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Corporate Property Services, Inc. at the place designated in the amended and restated articles of incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature of Craig P. McDonald

Date

5-31-02