

P93000020904

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

GFL INVESTMENTS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 1999

GFL INVESTMENTS, INC.
290 NORTHWEST 165 STREET
PLAZA 700
NORTH MIAMI BEACH, FL 33169US

SUBJECT: GFL INVESTMENTS, INC.
REF: P93000020904

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 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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: E99000009780
Letter Number: 299A00022182

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GFL INVESTMENTS, INC.,
a Florida corporation

The undersigned, the sole director of GFL Investments, Inc. (the "Corporation"), pursuant to the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: GFL INVESTMENTS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office address of the Corporation is:

321 North University Drive, Suite B11C
Plantation, Florida 33324

The mailing address of the Corporation is:

290 Northwest 165th Street, Plaza 700
North Miami Beach, Florida 33169

ARTICLE III

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

Prepared by:
Stephen P. Johnson, Esq.
Florida Bar No. 0136387
2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
(305) 854-5900

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE V

BOARD OF DIRECTORS

The corporation shall have one (1) director. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The name and address of the director is:

Leah Grossman

290 Northwest 165th Street, Plaza 700
North Miami Beach, Florida 33169

ARTICLE VI

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of April 28, 1999.


Leah Grossman, President and Director

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for GFL INVESTMENTS, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 

Title: Sec.

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**CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF GFL INVESTMENTS, INC.,
a Florida corporation**

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), GFL Investments, Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in form attached hereto:

1. The name of the corporation is: GFL INVESTMENTS, INC.
2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, changing the Corporation's registered agent, instituting par value, including the name and address of the Corporation's sole director and deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the sole shareholder on April 23, 1999 and the sole director of the Corporation on April 26, 1999.
3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of an Unanimous Written Consent of the Corporation's sole shareholder dated April 23, 1999 and an Unanimous Written Consent of the Board of Directors dated April 26, 1999, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of April 26, 1999.

GFL INVESTMENTS, INC., a Florida
corporation

By: 
Leah Grossman, President and
Director

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