

P93000045807



ACCOUNT NO. : 072100000032

REFERENCE : 656246 10463A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 2, 1998

ORDER TIME : 1:24 PM

ORDER NO. : 656246-005

CUSTOMER NO: 10463A

CUSTOMER: Ms. Richelle Archer  
Cohen Chernay Norris  
4th Floor  
712 U.s. Highway 1  
North Palm Bch, FL 33408-7146

200002388572--4  
-01/02/98--01062--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

DOMESTIC AMENDMENT FILING

NAME: STAR JARS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:       

FILED STATE  
SECRETARY OF CORPORATIONS  
98 JAN -2 PM 3:53

98 JAN -2 PM 2:47  
SECRETARY OF CORPORATIONS

Restated  
Articles *z*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN -2 PM 3:53

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
STAR JARS, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006, Florida Statutes, the following Amended and Restated Articles of Incorporation were adopted on December <sup>30<sup>th</sup></sup>, 1997 by the unanimous written consent of the holders of the outstanding shares of common stock of Star Jars, Inc. (the "Corporation") entitled to vote in lieu of an annual or special meeting of shareholders:

1. The name of this Corporation is Star Jars, Inc.
2. Pursuant to Sections 607.1006 and 607.1007 of the Florida General Corporation Act, these Amended and Restated Articles of Incorporation will rescind and replace the previously-submitted Amended Articles of Incorporation, in order to remedy scrivener errors contained therein.

The text of the Articles of Incorporation is amended to read in its entirety as follows:

Article I - Name

The name of the Corporation is Star Jars, Inc.

Article II - Principal Address

The principal address of the Corporation is:

Star Jars, Inc.  
840 U.S. Highway One, Suite 405  
North Palm Beach, FL 33408

Article III - Duration

The Corporation shall exist perpetually, unless sooner dissolved according to law.

Article IV - Purpose

The Corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

The maximum number of shares of capital stock which the Corporation has authority to issue is 31,000,000 shares, of which 30,000,000 shares are common stock, no par value. The board of directors (the "Board") is authorized to provide for the issuance of 1,000,000 shares of preferred stock by filing an amendment pursuant to Section 607.0602 of the Florida Business Corporation Act, as it may be amended from time to time, including any successor provision, and to establish from time to time the voting powers thereof, full or limited, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;

(d) Whether that series shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the board of directors shall determine;

(e) Whether or not the shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series; and if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(h) Any other relative rights, preferences and limitations of that series.

#### Article VI - Board of Directors

The Corporation shall have a Board consisting of between two and nine directors, the exact number of which shall be established from time to time by resolution of the Board.

#### Article VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board.

#### Article VIII - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall have the power to indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Corporation. Provided, however, in a

direct action or proceeding brought by the Corporation against a former officer and/or director or a direct action brought by a former officer and/or director against the Corporation, the Corporation shall have no power to indemnify any former officer and/or director. As used in this Article VIII, direct action includes any cross-claim, counterclaim, or third party claim.

#### Article IX - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in the Amended and Restated Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

3. Each share of common stock outstanding as of the date prior to the filing of the Amendment to Articles of Incorporation shall be reclassified and automatically converted into 85,000 shares of common stock without the necessity of issuing new stock certificates. Fractional shares shall be cancelled.

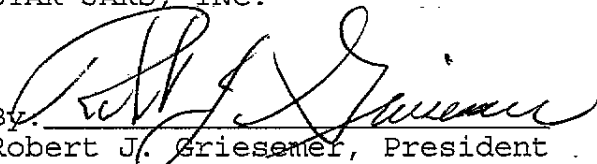
4. The foregoing Amended and Restated Articles of Incorporation were adopted by the written consent of the majority of the holders of the outstanding shares on December 30<sup>th</sup>, 1997. The

approval by such consent of the holders of the outstanding shares of common stock was sufficient to pass the foregoing there being no other outstanding class of securities.

5. The foregoing Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this ~~30~~<sup>th</sup> day of December 1997.

STAR JARS, INC.

By   
Robert J. Griesemer, President

0AF:\DATA\WPDOCS\MAIN\STAR\CORPDOCS\AM-RES.ART

# Corporate Resolution

Star Jars, Inc.  
840 U.S. Highway 1, Suite 405  
North Palm Beach, FL 33408

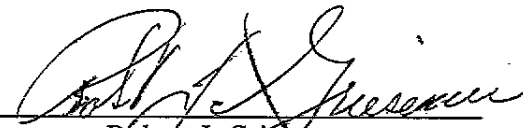
Resolved, that a meeting of a majority of the Board of Directors of Star Jars, Inc., which constituted a quorum pursuant to Article I, Section 7 of the Bylaws of the above named corporation, was held at 840 US Highway 1, Suite 405, N. Palm Beach, FL. on December 30, 1997 at 1:30 P.M.

A quorum being present, the Board of Directors unanimously approved the Amended and Restated Articles of Incorporation for Star Jars, Inc. and directed they be filed with the Florida Department of State.

On Behalf of the Board of Directors:

Signed this 30<sup>th</sup> day of December 1997.

Signature:

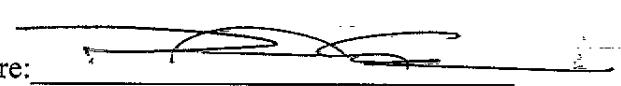


Robert J. Griesemer

Title:

President and Secretary

Signature:



Peter A. Gemmi

Title:

Vice President



WRITTEN CONSENT OF THE SHAREHOLDERS AND  
BOARD OF DIRECTORS OF STAR JARS, INC.

The undersigned, being the shareholders and directors of Star Jars, Inc. (the "Company"), a Florida corporation, hereby consent to the following action in lieu of holding a meeting pursuant to the terms of Section 607.0704 of the Florida Statutes:


RESOLVED, that the Company is hereby authorized to amend and restate its Articles of Incorporation as set forth in Exhibit A attached hereto and incorporated herein. It is further

RESOLVED, that the appropriate officers of the Company are authorized to take all actions necessary to effectuate the foregoing provisions. It is further

RESOLVED, that the Company shall have a Board of Directors consisting of three directors. It is further

RESOLVED, This Written Consent may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. The execution of this Unanimous Consent may be by actual or facsimile signature.

December ~~30~~, 1997

  
Peter Gemmi,  
Shareholder

December ~~30~~, 1997

  
Robert J. Griesemer,  
Shareholder