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MAHONEY ADAMS & CRISER

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: MAHONEY ADAMS & CRISER, P.A.
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NAME: ASTRAL PRODUCTS, INC.

AUDIT NUMBER.....H97000014722

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Amended
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restated
Art.
of Incorp.

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AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
ASTRAL PRODUCTS, INC.

The above corporation (the "Corporation") existing pursuant to the Florida Business Corporation Law, desiring to give notice of corporate action effectuating the restatement of its Articles of Incorporation, sets forth the following facts:

1. The name of the Corporation is ASTRAL PRODUCTS, INC. The duration of the Corporation is perpetual.
2. The Articles of Incorporation are hereby restated in their entirety to read as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASTRAL PRODUCTS, INC.

The undersigned, for the purpose of forming a Corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I
Name and Duration

The name of the Corporation is ASTRAL PRODUCTS, INC. The duration of the Corporation is perpetual. This Corporation began its corporate existence as of the 1st day of November, 1993.

ARTICLE II
Principal Office

The address of the principal office of the Corporation in the State of Florida is 3525 Mallory Road, in the City of Jacksonville 32220.

Prepared by Jaime A. Frias, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0879479

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ARTICLE III
Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3300 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Million (1,000,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided in the Bylaws; provided, however, there shall never be less than two (2). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the shareholders, by affirmative vote of a majority of the shares entitled to vote, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

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<u>Name</u>	<u>Address</u>
Joan Planes Vila	Carrer Dels Ametlers No. 6 08213 Polinya Barcelona, Spain
Bernardo Corbera	8525 Mallory Road Jacksonville, FL 32220
Didac Martinez	8525 Mallory Road Jacksonville, FL 32220

ARTICLE VII
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE IX
Stock Certificates

1. **Authorized Issuance.** This Corporation may issue the shares of stock authorized by its Articles of Incorporation and none other. Shares may be issued only pursuant to a resolution adopted by the Shareholders. No shares may be validly issued or transferred in violation of any provision of these Articles or in violation of any agreement respecting the issuance or transfer of shares to which the Corporation is a party.

2. **Issuance.** Shares of stock of this Corporation shall be represented by certificates. The Shareholders may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including, without limitation, cash, promissory notes, services performed, promises to perform services evidenced by a written contract or other securities of the Corporation. No certificates shall be issued for any shares until the Shareholders have determined that the consideration received or to be received for such shares is adequate. The Shareholders' determination as to the adequacy of consideration for the

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issuance of shares shall be conclusive as to whether the shares are validly issued, fully paid and nonassessable. When the Corporation receives the consideration for which the Shareholders authorized the issuance of shares, the shares issued therefor shall be fully paid and nonassessable. Consideration in the form of a promise to pay money or a promise to provide future services is received at the time of the making of the promise, unless the agreement specifically provides otherwise.

ARTICLE X **Dividends**

1. **Distributions.** The Shareholders of this Corporation may, from time to time, declare and the Corporation may pay, dividends as permitted by law on its shares in cash or property, except if, after giving effect to the distribution, (a) the Corporation would not be able to pay its debts as they became due in the ordinary course of business or (b) the Corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of Shareholders whose preferential rights are superior to those receiving the distribution. The record date for Shareholders entitled to a distribution shall be fixed by the Shareholders, or, if not so fixed, shall be the date the Shareholders authorize the distribution (except in the case of distributions involving a purchase, redemption or other acquisition of the Corporation's shares).

2. **Share Dividends.** The Shareholders may, from time to time, declare and issue shares pro rata and without consideration to the Corporation's Shareholders. Shares of one class or series may not be issued to Shareholders of another class or series unless: (1) authorized by the Articles of Incorporation; (2) a majority of the votes entitled to be cast by the class or series to be issued approves the issue; or (3) there are no outstanding shares of the class or series to be issued. The record date for Shareholders entitled to a share dividend shall be fixed by the Shareholders, or, if not so fixed, shall be the date the Shareholders authorize the share dividend.

ARTICLE XI **Amendment of Bylaws**

The Bylaws of this Corporation may be altered, amended or repealed, and new Bylaws may be adopted, by a majority vote of the shares entitled to vote.

3. The restatement of the Articles of Incorporation does not contain an amendment of the Articles of Incorporation that requires Shareholder approval.

4. The restatement of the Articles of Incorporation has been adopted by the Board of Directors of the Corporation as required by Florida Statute.

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5. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned President of the aforesaid Corporation has executed these Amended and Restated Articles of Incorporation as of this 1st day of January, 1997.

ASTRAL PRODUCTS, INC.

By: 

Bernard Corbera, President

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