

Division of Corporations

P94000008234

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000005996 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

99 MAR 12 PM 4:31

DIVISION OF CORPORATIONS

To: Division of Corporations  
Fax Number : (850) 922-4000

From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH)  
Account Number : 075201001473  
Phone : (561) 650-7900  
Fax Number : (561) 655-6222

99 MAR 12 PM 4:39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## BASIC AMENDMENT

CEEBRAID-SIGNAL YUFF CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Amended &amp; Restated

Electronic Filing Menu

Corporate Filing

Public Access Help

Articles

03-12-99

Resend.  
Attn  
D Arelene

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H99000005996 6)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 922-4000

From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH)  
Account Number : 075201001473  
Phone : (561) 650-7900  
Fax Number : (561) 655-6222

**BASIC AMENDMENT**

**CEEBRAID-SIGNAL YUFF CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

H99000005996 6

FILED  
99 MAR 12 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CEEBRAID-SIGNAL YUFF CORPORATION**

Pursuant to Section 607.1007 of the Florida Statutes, Ceebraid-Signal YUFF Corporation (the "Corporation"), certifies that:

**FIRST:** The name of the Corporation is Ceebraid-Signal YUFF Corporation. The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on February 2, 1994 and subsequently amended on March 25, 1994.

**SECOND:** These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of a majority of the issued and outstanding shares of the common stock of the Corporation. The holders of a majority of the issued and outstanding shares of the Corporation's common stock approved such amendments and the Board of Directors of the Corporation duly adopted these Amended and Restated Articles of Incorporation by a Joint Unanimous Written Consent of the Directors and the Stockholders of the Corporation dated March 11, 1999. The number of votes cast for the amendments was sufficient for approval by the holders of common stock of the Corporation.

**THIRD:** The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

**ARTICLE I - NAME**

The name of this Corporation is Ceebraid-Signal YUFF Corporation.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of the Corporation is located at 250 Australian Avenue, 10<sup>th</sup> Floor, Suite 1003, West Palm Beach, Florida 33401.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of no par value common stock, which shall be designated "Common Stock".

H99000005996 6

ARTICLE V - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - REGISTERED AGENT

The street address of the registered agent of the Corporation is 250 Australian Avenue, 10<sup>th</sup> Floor, Suite 1003, West Palm Beach, Florida 33401 Avenue East, Bradenton, Florida 34203 and the name of the registered agent of this Corporation at that address is Richard Schlesinger.

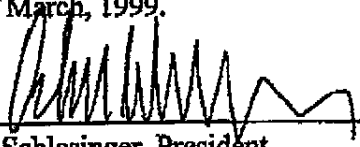
ARTICLE VIII - BOARD OF DIRECTORS

The number of Directors constituting the Board of Directors of the Corporation is four. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

ARTICLE IV - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Amended and Restated Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were signed by the President of the Corporation this 11th day of March, 1999.

  
\_\_\_\_\_  
Adam Schlesinger, President

~~H99000005996 6~~  
H99000005996 6

H99000005996 6