



P940000018815

FILED
JUN -5 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 172680 4307494

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 35.00

ORDER DATE : June 4, 2001

ORDER TIME : 11:0 AM

ORDER NO. : 172680-005

CUSTOMER NO: 4307494

CUSTOMER: Mr. Steven P. Rapoport
Kay Collyer & Boose
One Dag Hammarskjold Plaza
31st Floor
New York, NY 10017

700004342087--9

Restated Articles

RECEIVED
SECRETARY OF STATE
CORPORATION DIVISION
2001 JUN -5 PM 12:19
TO AMEND, ALTER
SUFFICIENCY OF FILING

DOMESTIC AMENDMENT FILING

NAME: ANDROCLES, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young -- EXT# 112
EXAMINER'S INITIALS:

BJR
6/5/01

ARTICLES OF RESTATEMENT
OF
ANDROCLES, INC.

FILED
01 JUN -5 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "*corporation*") does hereby amend and restate its Articles of Incorporation as heretofore amended.

1. The name of the corporation is ANDROCLES, INC.
2. The text of the Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the corporation requiring shareholder approval.
2. Articles IV, V, VII, VIII and IX of the Articles of Incorporation of the corporation are hereby amended, and all Articles of the Articles of Incorporation of the corporation after Article IX are hereby deleted, so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendments was May 31, 2001.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

Executed on May 31, 2001.

ANDROCLES, INC.

By: 

John E. Danneberg, Secretary

30394-004/ 58932.1

RESTATED ARTICLES OF INCORPORATION
OF
ANDROCLES, INC.

The following are the Restated Articles of Incorporation of Androcles, Inc., for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I. NAME

The name of the corporation shall be:

ANDROCLES, INC.

The principal place of business of this corporation shall be 2827 Alt. 19 N., Suite #109, Palm Harbor, Florida 34684.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having no par value.

ARTICLE IV. ADDRESS

The street address of the registered office of the corporation shall be c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE V. REGISTERED AGENT

The name of the registered agent of the corporation shall be Corporation Service Company. The address of the registered agent is 1201 Hays Street, Tallahassee, Florida 32301.

The written acceptance of the said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth at the end hereof and is made a part of these Articles of Incorporation.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. NO PREEMPTIVE RIGHTS

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the board of directors to such individuals and entities, and for such lawful consideration, and on such terms, as the board of directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

ARTICLE VIII. DIRECTORS

The number of directors constituting the board of directors is two; and the names and addresses of the people who will serve as directors are:

Stephen J. Ruzika

2706 Alt. 19 N., Suite #109
Palm Harbor, FL 34683

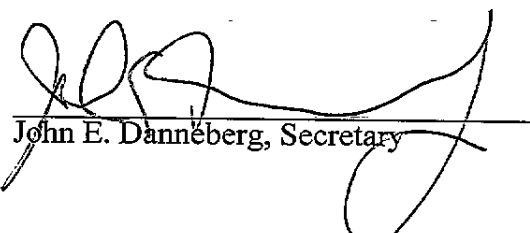
John E. Danneberg

2706 Alt. 19 N., Suite #109
Palm Harbor, FL 34683

ARTICLE IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Signed on May 31, 2001.


John E. Danneberg, Secretary

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these 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 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.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Laura R. Dunlap
as its agent

Date: 6/5/01

FILED
01 JUN -5 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA