

TALBERT FINANCIAL SERVICES, INC.

CONSULTANTS
AND
ADMINISTRATORS

Offices in Oregon and Florida

P94000052447

February 16, 2001

Corporate Financing
Mergers & acquisitions
Corporate Reorganizations
ESOP Structuring &
Valuation

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: RESTATED ARTICLES OF INCORPORATION
G & S ENTERPRISES INTERNATIONAL, INC.

Ladies and Gentlemen:

Herewith for filing is Restated Articles of Incorporation for G & S Enterprises International, Inc. Out check No. 5012 is enclosed for \$43.75 to cover the \$35.00 filing fee and \$8.75 for a Certificate of Status.


Please return the filed copy and Certificate to:

Philip H. Talbert
3500 Galt Ocean Drive, Suite 1516
Fort Lauderdale, Florida 33308

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-02/19/01-01130-009
*****43.75 *****43.75

Thank you.

Sincerely,


Philip H. Talbert

Enclosures

Restat

T. LEWIS FEB 21 2001

RESTATED
ARTICLES OF INCORPORATION
OF
G & S ENTERPRISES INTERNATIONAL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.1007 Florida Statutes (FS) the undersigned corporation hereby adopts Restated Articles of Incorporation which shall supersede the heretofore existing Articles of Incorporation and all amendments thereto:

ARTICLE I

The name of the corporation is **G & S Enterprises International, Inc.**, and the duration hereof shall be perpetual.

ARTICLE II

The purpose or purposes for which the corporation is organized shall be:

- (1) To engage in the lawful activity for which corporations may be organized under Chapter 607 and 621 Florida Statutes (F.S.);
- (2) To make contracts and incur liabilities in its own behalf or in the behalf of other persons or businesses, whether natural or corporate, and more specifically with the United States or any other government, state, territory, government district or municipality or any instrumentality thereof.
- (3) To purchase or otherwise acquire in whole or in part, the business, goodwill, rights, franchises, licenses, permits, contracts, assets and property of every kind, of any corporation, individual or association; to assume, undertake, guarantee or advance on any note, bond, contract or other obligation, in whole or in part, of any corporation, individual or associate.
- (4) Any or all of the above articles may be engaged in by the corporation in its own behalf and for its own account or as agent, assignee, contractor or subcontractor for any third parties whomsoever.
- (5) To purchase or otherwise acquire, hold, exchange, pledge, assign, sell, transfer, reissue, or otherwise dispose of or distribute shares of its own capital stock,

providing such purchase shall be made out of surplus and will work no impairment of capital.

- (6) Lastly, to do any and all other acts and things necessary, incident, proper, desirable or convenient for carrying out the purposes of this corporation or any of them, and generally to engage in any or all of the foregoing enterprises, business and occupations, either within or without the State of Florida or the United States.

The foregoing enumeration of powers is not intended and shall not be held to limit or restrict in any manner the general powers of this corporation under the laws of the State of Florida.

ARTICLE III

The name and Florida address of the registered agent for said corporation is:

Guy M. Poirier
2805 E. Oakland Park Blvd, Suite 342
Fort Lauderdale, Florida 33306

Such address shall also be for any official notices.

ARTICLE IV

The number of directors constituting the Board of Directors is one (1) and the name and address of the person who is to serve as director until the next annual meeting of the shareholders or until their successors be elected and qualified is:

Guy M. Poirier
2805 E. Oakland Park Blvd, Suite 342
Fort Lauderdale, Florida 33306

ARTICLE V

(1) The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares, without par value per share, of common stock ("Common Stock") and 10,000 shares, without par value per share, of preferred stock ("Preferred Stock").

(2) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article VI, to provide for the issuance of the shares of Preferred Stock in series, and by filing articles of amendment which are effective without shareholder approval pursuant to the applicable law of the State of Florida, to establish from time to time the number

of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualification, limitations or restrictions thereof.

Section 1. Terms Authorized. The authority of the Board of Directors with respect to each series shall include determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate, if any, on the shares of that series;
- (c) 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;
- (d) 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 dates 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;
- (e) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amounts of such sinking fund;
- (f) 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
- (g) Any other relative rights, preferences and limitations of that series that are permitted by law to vary.

Section 2. Designation. There shall initially be two series of Preferred Stock, with the designation and number of shares as follows:

<u>Designation</u>	<u>Number of Shares</u>
Series A Preferred Stock ("Series A Stock")	5,000
Series B Preferred Stock ("Series B Stock")	5,000

On the filing of articles of amendment which are effective without shareholder approval with the office of the Corporation Commission of the State of Florida pursuant to the Florida Business Corporation Act (a "Preferred Certificate") with respect to any series of Preferred Stock other than Series A or Series B Stock, any shares of Series A or Series B Stock not previously issued shall no longer be authorized for issuance by the corporation pursuant to this Article VI (2) but shall remain authorized but unissued shares of Preferred Stock available for issuance pursuant to a duly filed Preferred Certificate.

(3) The Board of Directors is authorized to issue 100,000 shares, without par value per share, of Class B Common Stock ("Class B Common Stock").

- (a) Each Class B common share provides for ten (10) votes for each share held of record on all matters submitted to a vote of shareholders.
- (b) Class B common shares shall provide for preemptive rights to acquire additional shares or other subscription rights as may be prescribed by the Board of Directors.
- (c) Class B common shares shall provide for conversion to Common Stock as prescribed by the Board of Directors.
- (d) Class B common shares shall not receive a dividend until an annual dividend of at least \$0.05 is paid on the Common Stock .

ARTICLE VI

No holder of shares or securities of the corporation now or hereafter authorized shall have any preemptive right or be entitled as of right to subscribe for, purchase or receive any unissued or treasury shares of any class, whether now or hereafter authorized, or any notes, bonds, debentures, or other securities convertible into, or carrying options or warrants to purchase, shares of any class; but all such unissued or treasury shares of any class, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, shares of any class may be issued or disposed of by the Board of Directors to such persons on such terms as it, in its absolute discretion, may deem advisable.

Notwithstanding the foregoing, holders of Class B Common shall have preemptive rights to acquire additional shares or other subscription rights as may be prescribed by the Board of Directors.

ARTICLE VII

This corporation shall have the right to purchase its own shares to the extent of any unreserved and unrestricted surplus available therefor, whether capital surplus or earned surplus.

ARTICLE VIII

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director. Any directorship to be filled by reason of an increase in the number of directors of the corporation may be filled by the affirmative vote of a majority of the number of directors fixed as provided by the Bylaws prior to such increase. Any such directorship not so filled by the directors shall be filled by election at the next annual meeting of shareholders or at a special meeting of shareholders called for that purpose.

ARTICLE IX

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article IX shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under Chapter 607 Florida Statutes (FS). No amendment to the Florida Statutes that further limits the acts or omissions for which elimination of a liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE X

The corporation shall indemnify to the fullest extent permitted by Chapter 607.0850 Florida Statutes (FS) any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suite or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974, with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director of officer, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. The right to and amount of indemnification shall be determined in accordance with the provisions of the Florida Statutes in effect at the time of the determination.

IN WITNESS WHEREOF, I, the undersigned President of G & S Enterprises International, Inc., declare under penalties of perjury that I have examined the foregoing document and to the best of my knowledge and belief, it is true, correct and complete.

G & S ENTERPRISES INTERNATIONAL, INC.


Guy M. Poirier - President

February 9, 2001

Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Guy M. Poirier - Registered Agent

February 9, 2001


Date

**CERTIFICATE ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION
OF
G & S ENTERPRISES INTERNATIONAL, INC.**

- (a) The Restated Articles of Incorporation were adopted by the Board of Directors of the corporation as of February 9, 2001.
- (b) The Restatement contains no amendment to the articles requiring shareholder approval.
- (c) The duly adopted Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

I, Guy M. Poirier, President of G & S Enterprises International, Inc. declare under penalties of perjury that the foregoing statements, to the best of my knowledge, are true, correct and complete.

Dated: February 9, 2001


Guy M. Poirier