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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Retail Investment
Concepts, Inc.

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Name Reservation _____
Merger File _____
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✓ Cert. Copy _____
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Certificate of Good Standing _____
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Certificate of Fictitious Name _____
Corp Record Search _____
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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
RETAIL INVESTMENT CONCEPTS, INC.**

Pursuant to the provisions of §§ 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors and with the approval of the shareholders, hereby adopts the following Amended and Restated Articles of Incorporation including an amendment pursuant to Fla. Stat. §607.0602 relating to the adoption by the board of directors of a series of shares and the establishment of the relative rights and preferences thereof.

**ARTICLE I
NAME**

The name of this Corporation shall be:

RETAIL INVESTMENT CONCEPTS, INC.

**ARTICLE II
DURATION**

This Corporation's existence began on July 25, 1994 and shall continue until termination by the act of directors or otherwise by law.

**ARTICLE III
PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States, the State of Florida, and any foreign jurisdiction in which it qualifies to do business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue:

A. Twenty Million (20,000,000) shares of (US\$.01) par value per share common stock, to be known as "Common Stock".

By an affirmative vote of the holders of 66.67% of the issued and outstanding Common Stock and all other classes or series of issued and outstanding stock containing convertibility features, voting on a fully converted basis, at any meeting specifically called for such purpose, shall have the authority to increase or decrease the amount of Common Stock authorized by the Corporation, but in no event less than the greater of the number of common shares then outstanding or that number of shares which when added to the number of the issued and outstanding shares of Common Stock is required to permit the full conversion of any and all classes of convertible stock then issued and outstanding plus the reissue of any shares held in

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treasury, the completion of the issuance of subscribed but unissued shares of Common Stock and the issuance of shares designated to be issued under any qualified or non-qualified stock bonus plan.

B. Twelve Million (12,000,000) shares of (US\$.01) par value per share preferred stock to be designated and known as the "Series A Preferred Stock" and 2,320,000 shares of (US\$.01) par value preferred stock to be designated and known as the "Series B Preferred Stock". The voting powers, designations, preferences, rights, qualifications, limitations and restrictions with respect to the Series A Preferred Stock and the Series B Preferred Stock shall be as follows:

1. Voting.

(a). General. Except as may be otherwise provided in these terms of the Series A Preferred Stock or Series B Preferred Stock or by law, the Series A and B Preferred Stock shall vote together with all other classes and series of stock of the Corporation as a single class on all actions to be taken by the stockholders of the Corporation. Each share of Series A and B Preferred Stock shall entitle the holder thereof to such number of votes per share on each such action as shall equal the number of shares of Common Stock (excluding fractions of a share) into which each share of Series A or B Preferred Stock is then convertible.

(b). Board Size. The Corporation shall not, without the written consent or affirmative vote of the holders of at least two-thirds of the then outstanding shares of Series A and B Preferred Stock given in writing or by vote at a meeting, consenting or voting (as the case may be) as a single class, increase the maximum number of directors constituting the Board of Directors to a number in excess of five (5).

2. Dividends. The holders of the Series A and B Preferred Stock shall be entitled to receive, out of funds legally available therefor, dividends at the same rate as dividends (other than dividends paid in additional shares of Common Stock) are paid with respect to the Common Stock (treating each share of Series A and B Preferred Stock as being equal to the number of shares of Common Stock (including fractions of a share) into which each share of Series A and B Preferred Stock is then convertible). Additionally, the holders of the Series A and B Preferred Stock shall be entitled to a five percent (5%) non-cumulative dividend when and if such dividends are declared by the Board of Directors, prior to any payment of dividends with respect to the Common Stock.

3. Liquidation. Upon any Liquidation Event (as defined below), the holders of the shares of Series A and B Preferred Stock shall first be entitled, before any distribution or payment is made upon any stock ranking on liquidation junior to the Series A and B Preferred Stock, to be paid an amount equal to \$1.00 and \$2.80 per share, respectively (appropriately adjusted for stock splits, dividends and the like), plus, in the case of each share, an amount equal to any accrued dividends declared but unpaid thereon, computed to the date payment thereof is

made available, such amount payable with respect to one share of Series A or B Preferred Stock being sometimes referred to as the "Series A Liquidation Preference Payment" and "Series B Liquidation Preference Payment," respectively, and with respect to all shares of Series A and B Preferred Stock being sometimes referred to as the "Preferred Stock Liquidation Preference Payments". If upon such Liquidation Event, the assets to be distributed among the holders of Series A and B Preferred Stock shall be insufficient to permit payment in full to the holders of Series A and B Preferred Stock of the Preferred Stock Liquidation Preference Payments, then the entire assets of the Corporation to be so distributed shall be distributed ratably among the holders of Series A and B Preferred Stock in proportion to the product of the liquidation preference of each share and the number of shares owned by each such holder. Upon any such Liquidation Event, immediately after the holders of Series A and B Preferred Stock shall have been paid in full the Preferred Stock Liquidation Preference Payments, the remaining assets of the Corporation available for distribution shall be distributed ratably among the holders of Series A Preferred Stock, Series B Preferred Stock and Common Stock (with each share of Series A and B Preferred Stock being deemed, for such purpose, to be equal to the number of shares of Common Stock (including fractions of a share) into which such shares of Series A and B Preferred Stock are convertible immediately prior to the close of business on the business day fixed for such distribution). Written notice of such Liquidation Event, stating a payment date, the amount of the Preferred Stock Liquidation Payments and the place where said Preferred Stock Liquidation Payments shall be payable, shall be delivered in person, mailed by certified or registered mail, return receipt requested, or sent by telecopier or telex, not less than 20 days prior to the payment date stated therein, to the holders of record of Series A and B Preferred Stock, such notice to be addressed to each such holder at its address as shown by the records of the Corporation. For purposes hereof, the Common Stock shall rank on liquidation junior to the Series A and B Preferred Stock.

4. Liquidation Event. For purposes of Section 3 above, a Liquidation Event shall mean any of the following events:

- (a) The acquisition of a majority of voting stock of the Corporation through the consolidation or merger of the Corporation into or with any other entity or entities which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction);
- (b) The sale, lease, abandonment, transfer or other disposition by the Corporation of all or substantially all of its assets;
- (c) Any issuance or sale of the capital stock of the Corporation by any party which results in a change of control of the Corporation such that after such issuance or sale, the holders of the capital stock of

the Corporation on May 16, 1997 own less than 50.1% of the capital stock of the Corporation (on a fully diluted basis);

- (d) The liquidation, dissolution or winding up of the Corporation; or
- (e) A public offering of any securities of the Corporation or any of its subsidiaries.

Upon the occurrence of a Liquidation Event as described in (a) through (d) above the holders of the Series A and B Preferred Stock will receive the Preferred Stock Liquidation Payments described in Section 3 above in complete satisfaction of their interest, investment and rights in the Corporation. Upon the occurrence of a Liquidation Event as described in (e) above, the Preferred Stock Liquidation Payments to the holders of the Series A and B Preferred Stock shall be contingent upon the conversion of the Series A and B Preferred Stock into the Common Stock of the Corporation and, thereafter, such holders shall continue to enjoy the rights of the Corporation's Common Stock.

5. Restrictions. At any time when at least 1,000,000 shares of the Series A or B Preferred Stock are outstanding, except where the vote or written consent of the holders of a greater number of shares of the Corporation is required by law or by the Articles of Incorporation, and in addition to any other vote required by law or the Articles of Incorporation, without the approval of the holders of at least 66.67% of the then outstanding shares of Series A and B Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) as a single class, the Corporation will not:

- (a) Create or authorize the creation of any additional class or series of shares of stock unless the same ranks junior to the Series A and B Preferred Stock as to the distribution of assets upon a Liquidation Event, or increase the authorized amount of the Series A or B Preferred Stock or increase the authorized amount of any additional class or series of shares of stock unless the same ranks junior to the Series A and B Preferred Stock as to the distribution of assets upon a Liquidation Event, or create or authorize any obligation or security convertible into shares of Series A or B Preferred Stock or into shares of any other class or series of stock unless the same ranks junior to the Series A and B Preferred Stock as to the distribution of assets upon a Liquidation Event, whether any such creation, authorization or increase shall be by means of amendment to the Articles of Incorporation or by merger, consolidation or otherwise;
- (b) Consent to any Liquidation Event set forth in subsections 4(a)-(d);
- (c) Amend, alter or repeal its Articles of Incorporation or By-laws;

- (d) Purchase or set aside any sums for the purchase of, or pay any dividend or make any distribution on, any shares of stock other than the Series A or B Preferred Stock, except for dividends or other distributions payable on the Common Stock solely in the form of additional shares of Common Stock and except for the purchase of shares of Common Stock from former employees of the Corporation who acquired such shares directly from the Corporation, if each such purchase is made pursuant to contractual rights held by the Corporation relating to the termination of employment of such former employee and the purchase price does not exceed the original issue price paid by such former employee to the Corporation for such shares; or
- (e) Redeem or otherwise acquire any shares of Series A or B Preferred Stock except as expressly authorized in paragraph 7 hereof or pursuant to a purchase offer made pro rata to all holders of the shares of Series A and B Preferred Stock on the basis of the aggregate number of outstanding shares of Series A and B Preferred Stock then held by each such holder.

6. Conversions. The holders of shares of Series A and B Preferred Stock shall have the following conversion rights:

- (a) Right to Convert. Subject to the terms and conditions of this paragraph 6, the holder of any share or shares of Series A Preferred Stock shall have the right, at its option at any time, to convert any such shares of Series A Preferred Stock (except that upon any liquidation of the Corporation the right of conversion shall terminate at the close of business on the business day fixed for payment of the amount distributable on the Series A Preferred Stock) into such number of fully paid and nonassessable shares of Common Stock as is obtained by (i) multiplying the number of shares of Series A Preferred Stock so to be converted by \$1.00 and (ii) dividing the result by the conversion price of \$1.00 per share or, in case an adjustment of such price has taken place pursuant to the further provisions of this paragraph 6, then by the conversion price as last adjusted and in effect at the date any share or shares of Series A Preferred Stock are surrendered for conversion. Subject to the terms and conditions of this paragraph 6, the holder of any share or shares of Series B Preferred Stock shall have the right, at its option at any time, to convert any such shares of Series B Preferred Stock (except that upon any liquidation of the Corporation the right of conversion shall terminate at the close of business on the business day fixed for payment of the amount distributable on the

Series B Preferred Stock) into such number of fully paid and nonassessable shares of Common Stock as is obtained by (i) multiplying the number of shares of Series B Preferred Stock so to be converted by \$2.80 and (ii) dividing the result by the conversion price of \$2.80 per share or, in case an adjustment of such price has taken place pursuant to the further provisions of this paragraph 6, then by the conversion price as last adjusted and in effect at the date any share or shares of Series B Preferred Stock are surrendered for conversion. The conversion price, as adjusted pursuant to this paragraph 6, of the Series A or B Preferred Stock, is referred to herein as the "Conversion Price" of such series. Such rights of conversion shall be exercised by the holder thereof by giving written notice that the holder elects to convert a stated number of shares of Series A or B Preferred Stock into Common Stock and by surrender of a certificate or certificates for the shares so to be converted to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holders of the Series A and B Preferred Stock) at any time during its usual business hours on the date set forth in such notice, together with a statement of the name or names (with address) in which the certificate or certificates for shares of Common Stock shall be issued.

- (b) Issuance of Certificates; Time Conversion Effected. Promptly after the receipt of the written notice referred to in subparagraph 6(a) and surrender of the certificate or certificates for the share or shares of Series A or B Preferred Stock to be converted, the Corporation shall issue and deliver, or cause to be issued and delivered, to the holder, registered in such name or names as such holder may direct, a certificate or certificates for the number of whole shares of Common Stock issuable upon the conversion of such share or shares of Series A or B Preferred Stock. To the extent permitted by law, such conversion shall be deemed to have been effected and the Conversion Price shall be determined as of the close of business on the date on which such written notice shall have been received by the Corporation and the certificate or certificates for such share or shares shall have been surrendered as aforesaid, and at such time the rights of the holder of such share or shares of Series A or B Preferred Stock shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares represented thereby.
- (c) Fractional Shares; Dividends; Partial Conversion. No fractional shares

shall be issued upon conversion of Series A or B Preferred Stock into Common Stock and no payment or adjustment shall be made upon any conversion on account of any cash dividends on the Common Stock issued upon such conversion. At the time of each conversion, the Corporation shall pay in cash an amount equal to all dividends, excluding dividends accrued and unpaid on the shares of Series A or B Preferred Stock surrendered for conversion to the date upon which such conversion is deemed to take place as provided in subparagraph 6(b). In case the number of shares of Series A or B Preferred Stock represented by the certificate or certificates surrendered pursuant to subparagraph 6(a) exceeds the number of shares converted, the Corporation shall, upon such conversion, execute and deliver to the holder, at the expense of the Corporation, a new certificate or certificates for the number of shares of Series A or B Preferred Stock represented by the certificate or certificates surrendered which are not to be converted. If any fractional share of Common Stock would, except for the provisions of the first sentence of this subparagraph 6(c), be delivered upon such conversion, the Corporation, in lieu of delivering such fractional share, shall pay to the holder surrendering the Series A or B Preferred Stock for conversion an amount in cash equal to the current market price of such fractional share as determined in good faith by the Board of Directors of the Corporation.

- (d) Subdivision or Combination of Common Stock. In case the Corporation shall at any time subdivide (by any stock split, stock dividend or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Conversion Price in effect immediately prior to such subdivision shall be proportionately reduced, and, conversely, in case the outstanding shares of Common Stock shall be combined into a smaller number of shares, the Conversion Price in effect immediately prior to such combination shall be proportionately increased.
- (e) Reorganization or Reclassification. If any capital reorganization or reclassification of the capital stock of the Corporation shall be effected in such a way that holders of Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for Common Stock, then, as a condition of such reorganization or reclassification, lawful and adequate provisions shall be made whereby each holder of a share or shares of Series A and B Preferred Stock shall thereupon have the right to receive, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common Stock immediately theretofore receivable upon the

conversion of such share or shares of Series A or B Preferred Stock, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for a number of outstanding shares of such Common Stock equal to the number of shares of such Common Stock immediately theretofore receivable upon such conversion had such reorganization or reclassification not taken place, and in any such case appropriate provisions shall be made with respect to the rights and interests of such holder to the end that the provisions hereof (including without limitation provisions for adjustments of the Conversion Price) shall thereafter be applicable, as nearly as may be, in relation to any shares of stock, securities or assets thereafter deliverable upon the exercise of such conversion rights.

- (f) Notice of Adjustment. Upon any adjustment of the Conversion Price, then and in each such case the Corporation shall give written notice thereof, by delivery in person, certified or registered mail, return receipt requested, telecopier or telex, addressed to each holder of shares of Series A and B Preferred Stock at the address of such holder as shown on the books of the Corporation, which notice shall state the Conversion Price resulting from such adjustment, setting forth in reasonable detail the method upon which such calculation is based.
- (g) Other Notices. In case at any time:
- (1) the Corporation shall declare any dividend upon its Common Stock payable in cash or stock or make any other distribution to the holders of its Common Stock;
 - (2) the Corporation shall offer for subscription pro rata to the holders of its Common Stock any additional shares of stock of any class or other rights;
 - (3) there shall be any capital reorganization or reclassification of the capital stock of the Corporation, or a consolidation or merger of the Corporation with or into another entity or entities, or a sale, lease, abandonment, transfer or other disposition of all or substantially all its assets; or
 - (4) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the Corporation;

then, in any one or more of said cases, the Corporation shall give, by delivery in person, certified or registered mail, return receipt requested,

telecopier or telex, addressed to each holder of any shares of Series A and B Preferred Stock at the address of such holder as shown on the books of the Corporation, (a) at least 20 days' prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such dividend, distribution or subscription rights or for determining rights to vote in respect of any such reorganization, reclassification, consolidation, merger, disposition, dissolution, liquidation or winding up and (b) in the case of any such reorganization, reclassification, consolidation, merger, disposition, dissolution, liquidation or winding up, at least 20 days' prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (a) shall also specify, in the case of any such dividend, distribution or subscription rights, the date on which the holders of Common Stock shall be entitled thereto and such notice in accordance with the foregoing clause (b) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, disposition, dissolution, liquidation or winding up, as the case may be.

- (h) Stock to be Reserved. The Corporation will at all times reserve and keep available out of its authorized Common Stock, solely for the purpose of issuance upon the conversion of Series A and B Preferred Stock as herein provided, such number of shares of Common Stock as shall then be issuable upon the conversion of all outstanding shares of Series A and B Preferred Stock. The Corporation covenants that all shares of Common Stock which shall be so issued shall be duly and validly issued and fully paid and nonassessable and free from all taxes, liens and charges with respect to the issue thereof, and, without limiting the generality of the foregoing, the Corporation covenants that it will from time to time take all such action as may be requisite to assure that the par value per share of the Common Stock is at all times equal to or less than the Conversion Price in effect at the time. The Corporation will take all such action as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or regulation, or of any requirement of any national securities exchange upon which the Common Stock may be listed. The Corporation will not take any action which results in any adjustment of the Conversion Price if the total number of shares of Common Stock issued and issuable after such action upon conversion of the Series A and B Preferred Stock would exceed the total number of shares of Common Stock then authorized by the Certificate of

Incorporation. Provided, however, that in such an event, the Corporation will forthwith take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes.

- (i) No Reissuance of Series A or B Preferred Stock. Shares of Series A and B Preferred Stock which are converted into shares of Common Stock as provided herein shall be retired and shall not be reissued.
- (j) Issue Tax. The issuance of certificates for shares of Common Stock upon conversion of Series A and B Preferred Stock shall be made without charge to the holders thereof for any issuance tax in respect thereof, provided that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Series A or B Preferred Stock which is being converted.
- (k) Closing of Books. The Corporation will at no time close its transfer books against the transfer of any Series A or B Preferred Stock or of any shares of Common Stock issued or issuable upon the conversion of any shares of Series A or B Preferred Stock in any manner which interferes with the timely conversion of such Series A or B Preferred Stock, except as may otherwise be required to comply with applicable securities laws.
- (l) Definition of Common Stock. As used in this paragraph 6, the term "Common Stock" shall mean and include the Corporation's authorized Common Stock, par value \$.01 per share, as constituted on the date of filing of these terms of the Series A and B Preferred Stock, and shall also include any capital stock of any class of the Corporation thereafter authorized which shall not be limited to a fixed sum or percentage in respect of the rights of the holders thereof to participate in dividends or in the distribution of assets upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation; provided that the shares of Common Stock receivable upon conversion of shares of Series A and B Preferred Stock shall include only shares designated as Common Stock of the Corporation on the date of filing of this instrument, or in case of any reorganization or reclassification of the outstanding shares thereof, the stock, securities or assets provided for in subparagraph 6(g).
- (m) Mandatory Conversion. If at any time (i) the Corporation shall effect a firm commitment underwritten public offering of shares of Common

Stock in which (A) the aggregate price paid for such shares by the public shall be at least \$20,000,000 and (B) the price paid by the public for such shares shall be at least \$5.00 per share (appropriately adjusted to reflect the occurrence of any event described in subparagraph 6(d), or (ii) 66.67% of the Series A and B Preferred Stock then outstanding so determined by vote taken at a meeting or by written consent, then effective upon the closing of the sale of such shares by the Corporation pursuant to such public offering, or immediately following such vote or written consent of the Series A and B Preferred Stock, as the case may be, all outstanding shares of Series A and B Preferred Stock shall automatically convert to shares of Common Stock on the basis set forth in this paragraph 6. Holders of shares of Series A and B Preferred Stock so converted may deliver to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to such holders) during its usual business hours, the certificate or certificates for the shares so converted. As promptly as practicable thereafter, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of whole shares of Common Stock to which such holder is entitled, together with any cash dividends and payment in lieu of fractional shares to which such holder may be entitled pursuant to subparagraph 6(c). Until such time as a holder of shares of Series A or B Preferred Stock shall surrender his or its certificates therefor as provided above, such certificates shall be deemed to represent the shares of Common Stock to which such holder shall be entitled upon the surrender thereof.

7. Redemption. The shares of Series A and B Preferred Stock shall be redeemed as follows:

- (a) Optional Redemption. Upon written notice to the Corporation received 90 days or more prior to the applicable Redemption Date, each holder of shares of Series A and B Preferred Stock may require the Corporation to redeem not less than all of the Series A or B Preferred Stock then held by such holder and specified by such holder to be redeemed by the Corporation at the date set forth for such redemption in such notice (the "Redemption Date"); provided that the Redemption Date may not occur prior to May 16, 2000. Within five days after receipt of any such notice, the Corporation shall send a copy thereof to each holder of Series A and B Preferred Stock (the "Redemption Notice"). The holders of Series A and B Preferred Stock who receive such Redemption Notice may elect to be included in the redemption specified in the Redemption Notice by providing written

notice of such election at least 60 days prior to the Redemption Date.

- (b) Redemption Price and Payment. The Series A Preferred Stock to be redeemed on any Redemption Date pursuant to subparagraph 7(a) shall be redeemed by paying for each share in cash an amount (the "Series A Redemption Price") equal to the sum of \$1.00 per share (plus any dividends declared but unpaid thereon). The Series B Preferred Stock to be redeemed on any Redemption Date pursuant to subparagraph 7(a) shall be redeemed by paying for each share in cash an amount (the "Series B Redemption Amount") equal to the sum of \$2.80 per share (plus any dividends declared but unpaid thereon).
- (c) Redemption Mechanics. From and after the close of business on the Redemption Date chosen in the notice given in accordance with subparagraph 7(a) above, unless there shall have been a default in the payment of the Series A or Series B Redemption Price, all rights of holders of such redeemed shares of Series A or B Preferred Stock (except the right to receive the Redemption Price) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of shares of Series A or B Preferred Stock on any Redemption Date are insufficient to redeem the total number of outstanding shares of Series A and B Preferred Stock as to which redemption is requested, the holders of shares of Series A Preferred Stock requesting redemption shall share ratably in any funds legally available for redemption of such shares according to the respective amounts which would be payable with respect to the full number of shares owned by them as to which redemption is requested if all such outstanding shares were redeemed in full. The shares of Series A or B Preferred Stock not redeemed shall remain outstanding and entitled to all rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of such shares of Series A Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of such shares as to which redemption had been requested, or such portion thereof for which funds are then legally available, on the basis set forth above.
- (d) Redeemed or Otherwise Acquired Shares to be Retired. Any shares of Series A or B Preferred Stock redeemed pursuant to this Section 7 or otherwise acquired by the Corporation in any manner whatsoever shall be canceled and retired and shall not under any circumstances be

reissued; and the Corporation may from time to time take such appropriate corporate action as may be necessary to reduce accordingly the number of authorized shares of Series A and B Preferred Stock.

8. Amendments. No provision of these terms of the Series A or B Preferred Stock may be amended, modified or waived without the written consent or affirmative vote of the holders of at least two-thirds of the then outstanding shares of Series A or B Preferred Stock, as the case may be, voting as a single class.

ARTICLE V

PRINCIPAL OFFICE OF BUSINESS

The initial principal office and address of business of the Corporation are:

4675 S.W. 74th Street
Miami, Florida 33143

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is:

4675 S.W. 74th Street
Miami, Florida 33143

The name of the registered agent available for services of process at that address is Alan H. Potamkin.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have no less than (5) Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than Five.

The Board of Directors shall have the authority to establish the preferences, limitations, and relative rights of any class of shares as authorized in the Articles of Incorporation before the issuance of any shares of that class; or one or more series within a class before the issuance of any shares of that series.

The Corporation shall indemnify and hold harmless its officers and directors to the fullest extent permitted by Florida Law either now or hereafter.

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors subject to the restrictions detailed in the terms and provisions of ARTICLE IV above entitled "CAPITAL STOCK".

These Amended and Restated Articles of Incorporation were duly approved by the unanimous written consent of the board of directors and shareholders of the Corporation in accordance with Fla. Stat. §§ 607.0602 and 607.1006 on the 14th day of May, 1997.

The forgoing Second Amended and Restated Articles of Incorporation restate and integrate and amend in accordance with §607.1006 of the Florida Statutes the provisions of the Articles of Incorporation as theretofore amended.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation this 14TH day of May, 1997.

Retail Investment Concepts, Inc.

By: RPotamkin VP
Robert M. Potamkin, Vice President

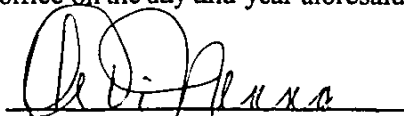
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STATE OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA :

SS.

On this 14th day of May, 1997, before me, a Notary Public in and for the State and County aforesaid, personally appeared Robert M. Potamkin, who is to me known to be the person named as the Vice-President in the foregoing Amended and Restated Articles of Incorporation Retail Investment Concepts, Inc. and who duly acknowledged to me that he signed said Amended and Restated Articles of Incorporation as the Vice-President of said corporation.

Witness my hand and seal of office on the day and year aforesaid.



Notary Public

NOTARIAL SEAL
ANA A. DINENNA, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Jan 24 2000
Commission expires:

(Notary Seal)