

P94000068347



ACCOUNT NO. : 072100000032

REFERENCE : 702342 4656E

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 87.50

ORDER DATE : February 11, 1998

ORDER TIME : 10:17 AM

ORDER NO. : 702342-005

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst
Greenberg Traurig Hoffman
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

FILED
98 FEB 11 PM 12:40
SECTION OF STATE
TALLAHASSEE, FLORIDA

Amended
Restated

DOMESTIC AMENDMENT FILING

NAME: CORPORATE CAPITAL, INC.

900002467589--4

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN-STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS: _____

RECEIVED
98 FEB 11 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name	2/18/98
Document	
Examiner	POH
Signature	POH
W.P. Verifier	POH



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1998

CSC

TALLAHASSEE, FL

SUBJECT: CORPORATE CAPITAL, INC.
Ref. Number: P94000068347

RESUBMIT

Please give original
submission date as file date.

We have received your document for CORPORATE CAPITAL, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 798A00007985

RECEIVED
98 FEB 18 AM 10:46
DIVISION OF CORPORATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CORPORATE CAPITAL, INC.**

**FILED
98 FEB 11 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, Bob Semones, being the President of Corporate Capital, Inc., a Florida corporation (the "Corporation"), hereby certify:

1. The name of the Corporation is Corporate Capital, Inc. The Corporation was incorporated on September 12, 1994.

2. The text of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

"ARTICLE I - NAME

The name of the Corporation is Corporate Capital, Inc.

ARTICLE II - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation 222 W. Comstock Avenue, Suite 221, Winter Park, FL 32789.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida, 222 W. Comstock Avenue, Suite 221, Winter Park, FL 32789. The name of its registered agent at that address is Bob Semones.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation has the authority to issue is 1,000,000 shares of common stock, par value \$1.00 per share ("Common Stock"). No shareholder of any capital stock of this Corporation shall have preemptive rights.

ARTICLE VI - DIRECTORS

The number of directors constituting the Board of Directors, shall be determined by the Board of Directors, subject to the by-laws of the Corporation. Any vacancy in the Board of Directors, whether arising from death, resignation, removal (with or without cause), an increase in the number of directors or any other cause, may be filled by the vote of either a majority of the directors then in office, though less than a quorum, or by the stockholders at the next annual meeting thereof or at a special meeting called for such purpose.

ARTICLE VII - STOCKHOLDERS ACTIONS

After the date on which a registration statement, filed with the U.S. Securities and Exchange Commission under the Securities Act of 1933, as amended, for an initial offering of its Common Stock in an underwritten public offering, becomes effective and the shares described in such registration statement are sold, any action required or permitted to be taken at any annual or special meeting of stockholders of this Corporation shall be taken only upon the vote of such stockholders at an annual or special meeting duly called in accordance with the terms of the Corporation's bylaws, and may not be taken by written consent of such stockholders.

ARTICLE VIII - BYLAWS

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the stockholders to adopt, amend, or repeal such Bylaws.

ARTICLE IX - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those

indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation."

3. The foregoing Amended and Restated Articles of Incorporation of this Corporation was duly approved by the Board of Directors by unanimous written consent, dated February 10, 1998.

4. The total number of outstanding shares of this Corporation is 7,000 shares of Common Stock. The foregoing Amended and Restated Articles of Incorporation of this Corporation was duly approved by written consent of the holders of a majority of the Corporation's issued and outstanding Common Stock, dated February 10, 1998, representing the number of votes sufficient for approval of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Incorporation this 10th day of February, 1998.

CORPORATE CAPITAL, INC.

By: 
Bob Semones, President

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**


Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **CORPORATE CAPITAL, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 222 W. Comstock Avenue, Suite 221, Winter Park, FL 32789, has named Bob Semones as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: 2/17, 1998


Bob Semones, Registered Agent

FILED
98 FEB 11 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA