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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/22/04

Amended + Restat.
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April 14, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: D'ASIGN SOURCE & CO., INC.
Our File No. 12429.10

Dear Sir or Madam:

Enclosed please find the following documents pertaining to D'Assign Source & Co., Inc.:

1. Amended and Restated Articles of Incorporation;
2. Certificate Designating Place of Business or Domicile for the Service of Process;
3. Plan of Corporate Recapitalization; and
4. Joint Written Action of Shareholders and Directors.

Please file the above referenced documents and return confirmation of filing to us at your earliest convenience. We have enclosed a check payable to Department of State, in the amount of \$140.00, which represents the fee for filing the aforementioned documents.

If you have any questions, please do not hesitate to contact me.

Yours truly,

PRATT & BUCHER LLP

By: Jennifer E. Zakin/CTF
Jennifer E. Zakin

JEZ/arf
Enclosures

cc: Mr. Franco D'Ascanio (w/o enclosures)
Mr. Amedeo G. D'Ascanio (w/o enclosures)
Mr. Anthony A. D'Ascanio (w/o enclosures)
Mr. Eugenio DeSanctis (w/o enclosures)
David Pratt, Esq. (w/o enclosures)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
D'ASIGN SOURCE & CO., INC.**

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1. Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is D'Assign Source & Co., Inc.

**ARTICLE II
Duration**

This corporation shall have a perpetual existence, unless dissolved according to law.

**ARTICLE III
Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Business Corporation Act of 1983.

**ARTICLE IV
Capital Stock**

The Corporation is authorized to issue one thousand (1,000) shares of no par value common stock which shall be designated "Common Voting Shares;" and ten thousand (10,000) shares of no par value common stock which shall be designated "Common Non-Voting Shares." The Common Voting Shares and Common Non-Voting Shares shall be entitled in all respects to equal rights and privileges except that each share of Common Voting Shares shall be entitled to one (1) vote and each share of Common Non-Voting Shares shall be Non-Voting stock.

ARTICLE V
Principal Office; Registered Office and Agent

The street address of the principal office and registered office of this corporation is 11500 Overseas Highway, Marathon, Florida 33050, and the name of the registered agent of this corporation at that address is Franco L. D'Ascanio.

ARTICLE VI
Initial Board of Directors

1. This corporation shall have seven (7) directors. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Franco L. D'Ascanio
P.O. Box 510404
431 2nd Street
Key Colony Beach, Florida 33051

Robert Guerin
119 Pirates Cove
Stirrup Key, Florida 33050

Anthony A. D'Ascanio
P.O. Box 510327
204 South Angler Drive
Marathon, Florida 33050

John Allen Daum, CPA
10512 SW 137th Place
Miami, FL 33186

Amedeo G. D'Ascanio
P.O. Box 510777
11240 3rd Avenue Gulf
Marathon, Florida 33050

Duane Walker
1667 Sunrise Drive
Big Pine Key, Florida 33043

Eugenio DeSanctis
P.O. Box 510128
380 13th Street
Key Colony Beach, Florida 33051

2. The number of shares of the Corporation outstanding at the adoption was one hundred (100), and the number of shares entitled to vote thereon was one hundred (100).

3. The number of shares voted in favor of such Amendment was one hundred (100), and the number of shares voted against such Amendment was none.

4. These Amended Articles of Incorporation were adopted on the 15 day of December 2003.

5. The holders of Common Shares shall exchange each share of such stock for ten (10) share of Voting Common stock and one hundred (100) shares of Non-Voting Common stock.

6. These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 15 day of December, 2003.

ATTEST:

[Signature]

Print Name: Dee Dee Arnold

[Signature]
FRANCO L. D'ASCANIO, President

(CORPORATE SEAL)

STATE OF FLORIDA:)
)SS:
COUNTY OF Monroe)

The foregoing instrument was acknowledged before me this 15 day of December, 2003, by FRANCO L. D'ASCANIO, as President of D'ASIGN SOURCE & CO., Inc., a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced _____ as identification.

[Signature]
Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

D'ASIGN SOURCE & CO., INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that D'ASIGN SOURCE & CO., Inc., desiring to organize under the laws of the State of Florida with its principal office at 11500 Overseas Highway, Marathon, Florida 33050, has named Franco L. D'Ascanio, located at 11500 Overseas Highway, Marathon, Florida 33050, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


FRANCO L. D'ASCANIO