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LAW OFFICES OF
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October 3, 1997

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FILED
97 OCT -9 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/08/97--01043--006
*****35.00 *****35.00

Re: Sure-Loc, Inc.

Gentlemen:

Enclosed is our check in the amount of \$35.00. Please file the attached Amended and Restated Articles of Incorporation Sure-Loc, Inc., and return a copy of the Articles to this office when filed.

Thank you.

Very truly yours,

JEFF TOMBERG

JeT/ah
enc. (3)

Amended & Restated Art. & N/C

VS OCT 16 1997

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

of

SURE-LOC, INC.

(f/k/a Sure-Lock, Inc.)

FILED
97 OCT -9 PM 3:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In accordance with Section 607.1007 of the Florida Statutes, the Articles of Incorporation of SURE-LOC, INC., f/k/a SURE-LOCK, INC., a Florida corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles") to read in their entirety as follows:

Article I -- Name

The name of this corporation is SURE-LOC, INC.

Article II -- Duration

This corporation shall exist for a perpetual period of time.

Article III -- Purpose

This corporation is organized for the purpose of purpose of corporation, and transacting any and all business which may be permitted under the laws of the State of Florida, and approved by the Board of Directors.

Article IV -- Capital Stock

This corporation is authorized to issue ten million (10,000,000) shares of common stock at \$.001 par value.

Article V -- Capital Stock Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI -- Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article VII -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1100 S. Federal Highway, Suite 2, Boynton Beach, FL 33435. The name of the initial registered agent of this corporation at that address is RON RUDY.

Article VIII -- Principal Place of Business

The initial principal place of business is 1100 S. Federal Highway, Suite 2, Boynton Beach, FL 33435. The mailing address is the same.

Article IX -- Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial director of this corporation is as follows:

RON RUDY
1100 S. Federal Highway
Suite 2
Boynton Beach, FL 33435

Article X -- Incorporator

The name and address of the person signing these articles is:

RON RUDY
1100 S. Federal Highway
Suite 2
Boynton Beach, FL 33435

Article XI -- Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Board of Directors.

Article XII -- Amendment to Articles

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

Article XII -- Indemnification

The corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

The foregoing Amended and Restated Articles were adopted by means of a joint unanimous written consent of the Shareholders and Board of Directors of the corporation dated June 4, 1997, in accordance with the terms of Sections 607.0821 and 607.0704, Florida Statutes.

(seal)

Attest: 

SURE-LOC, INC.

BY: 

RON RUDY, President

COUNTY OF PALM BEACH

✓ is personally known to me

_____ produced _____ as identification

SWORN TO and subscribed before me this 2d. day of September, 1997.

NOTARY PUBLIC, State of Florida
My Commission expires:

CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SURE-LOC, INC.

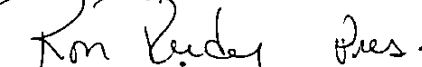
The undersigned, RON RUDY, President of SURE-LOC, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 607.1003, Florida Statutes, the Board of Directors of the Corporation recommended, by written consent on June 4, 1997, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto, and that the shareholder(s) of the Corporation approve same. The shareholder(s) approved the amendment and restatement of the Articles of Incorporation at a meeting held June 4, 1997, the number of votes cast for the amendment being sufficient for such approval in accordance with Sections 607.1003 and 607.100, Florida Statutes,
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

(seal)

Attest: 

SURE-LOC, INC.

 Pres.

LS

BY: RON RUDY, President