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FAX #: (850)922-4000

FROM: FOLEY & LARDNER OF TAMPA
CONTACT: THERESIA WESTBROOK
PHONE: (813)229-2300

ACCT#: 071344001620

FAX #: (813)221-4210

NAME: NATIONAL PBE, INC.
AUDIT NUMBER.....H97000018812
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS...0
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PAGES..... 7
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*Amended
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Art.
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ARTICLES OF RESTATEMENT
OF
NATIONAL PBE, INC.,
A FLORIDA CORPORATION

PURSUANT TO SECTION 607.1007 OF THE FLORIDA STATUTES, NATIONAL PBE, INC., a Florida corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation and certifies as follows:

1. The name of the Corporation is National PBE, Inc.
2. The Amended and Restated Articles of Incorporation of the Corporation are attached hereto as Exhibit A.
3. The Amended and Restated Articles of Incorporation of the Corporation were adopted on November 10, 1997.
4. The amendment and restatement of the Corporation's Articles of Incorporation were adopted by: (i) the Written Consent of the directors of the Corporation on November 10, 1997, and (ii) the Written Consent of the shareholders of the Corporation on November 10, 1997, in accordance with Section 607.1003 of the Florida Statutes. The Written Consent of the Corporation's shareholders and the Written Consent of the Corporation's directors were sufficient for approval of the amendment and restatement of the Corporation's Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned president of the Corporation has executed these Articles of Restatement as of this 10th day of November 1997.

NATIONAL PBE, INC.

By: Geoffrey Beckham Pres.
Geoffrey Beckham, President

ATTEST:

Zachary Tapp
Zachary Tapp, Secretary

Prepared by:
Russell T. Alts, Esquire Fla. Bar No. 0493929
Foley & Lardner
100 North Tampa Street, Suite 2700
Tampa, FL 33602
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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NATIONAL PBE, INC.,
A FLORIDA CORPORATION**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned President of National PBE, Inc., a Florida corporation (the "Corporation"), does hereby amend and restate the Articles of Incorporation of the Corporation to read in their entirety as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is NATIONAL PBE, INC. The Corporation's principal office and mailing address is 6529 Southern Boulevard, West Palm Beach, Florida 33413.

**ARTICLE II
CAPITAL STOCK**

The Corporation is authorized to issue two (2) classes of shares, each class to be issuable in series, and designated respectively as "Common Stock" and "Preferred Stock". The Corporation's capital stock shall be issuable as follows:

**A
COMMON STOCK**

The Corporation is authorized to issue 125,000 shares of Common Stock, \$.01 par value per share.

**B
PREFERRED STOCK**

The Corporation is authorized to issue 3,750 shares of Series A 10% Cumulative Preferred Stock, \$.01 par value per share. A description of the Series A 10% Cumulative Preferred Stock, including the preferences, redemption and other rights, voting powers, restrictions, limitations and qualifications is as follows:

2.1 **Designation and Price.** The series of shares of Preferred Stock hereby authorized shall be designated as the "Series A 10% Cumulative Preferred Stock" and shall have a purchase price of \$100 per share.

2.2 **Dividends.**

The holders of shares of Series A 10% Cumulative Preferred Stock shall be entitled to receive dividends at the rate of ten percent (10%) per annum of their purchase price payable out of any funds of the Corporation at the time legally available for the declaration of dividends.

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These dividends shall be paid quarterly.

The dividends shall accrue from the date of issuance of such shares of Series A 10% Cumulative Preferred Stock, and shall be deemed to accrue from day to day whether or not earned or declared.

These dividends shall be cumulative and if in any year or years dividends at the rate of ten percent (10%) shall not have been paid on the outstanding shares of Series A 10% Cumulative Preferred Stock, or declared or set apart for payment, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether in the form of dividends or otherwise, shall be declared or paid on or set apart for the Common Stock. After all cumulative dividends on the Series A 10% Cumulative Preferred Stock have been paid, declared or set apart for payment to the holders thereof, any additional dividends paid, declared or set apart for payment shall be made equally to all shares, preferred and common.

2.3 Liquidation, Dissolution or Winding-Up. In the event of any voluntary or involuntary liquidation, dissolution, or winding-up of the affairs of the Corporation, the holders of the issued and outstanding Series A 10% Cumulative Preferred Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to its shareholders, for each share of Series A 10% Cumulative Preferred Stock, before any distribution of the assets of the Corporation shall be made to the holders of any other capital stock, a dollar amount equal to the amount of the consideration paid to the Corporation by the original purchasers in consideration for the issuance of each share of Series A 10% Cumulative Preferred Stock, plus any accrued and unpaid dividends. If, upon such liquidation, dissolution, or winding-up, the assets of the Corporation that are distributable, as aforesaid, among the holders of the Series A 10% Cumulative Preferred Stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the Series A 10% Cumulative Preferred Stock. After such payment of such amount shall have been made in full to the holders of Series A 10% Cumulative Preferred Stock, or funds necessary for such payment shall have been set aside in trust for the account of the holders of Series A 10% Cumulative Preferred Stock in the final distribution of the remaining assets of the Corporation, and, subject to any rights of any other class of capital stock set forth in the Articles of Incorporation or any Amendment or Restatement filed by the Corporation, the remaining assets of the Corporation shall be divided and distributed ratably among the holders of both the Series A 10% Cumulative Preferred Stock and the other capital stock then issued and outstanding according to the proportion by which their respective record ownership of shares of the Series A 10% Cumulative Preferred Stock and such capital stock bears to the total number of shares of the Series A 10% Cumulative Preferred Stock and such capital stock then issued and outstanding. Neither the merger or consolidation of the Corporation shall be deemed to be a dissolution, liquidation or winding up of the Corporation.

2.4 Voting Power.

(a) Except as may be otherwise expressly provided herein, or as required by law, each holder of Series A 10% Cumulative Preferred Stock shall be entitled to vote on all matters and shall be entitled to that number of votes equal to the number of whole shares of

Series A 10% Cumulative Preferred Stock owned at the record date for the determination of shareholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited. Except as otherwise expressly provided herein or as required by law, the holders of shares of Series A 10% Cumulative Preferred Stock and Common Stock shall be entitled to vote together as a class on all matters.

(b) Notwithstanding the provisions of Section 2.4(a) hereof, the approval of the holders of at least a majority of the shares of issued and outstanding Series A 10% Cumulative Preferred Stock, voting separately as a class, shall be required in all instances required by law and with respect to the following:

(i) The creation or issuance of any securities with rights equal to or superior to the Series A 10% Cumulative Preferred Stock;

(ii) Any issuance of Series A 10% Cumulative Preferred Stock in excess of the 3,750 shares designated hereby to any person, corporation, partnership, joint venture, limited liability company, trust association or any other entity or organization;

(iii) Any action that could, or that would, alter or change the rights, preferences or privileges of the Series A 10% Cumulative Preferred Stock, or increase the authorized number of shares of Series A 10% Cumulative Preferred Stock, except those increases occurring as a result of a recapitalization approved by the holders of the Series A 10% Cumulative Preferred Stock voting as a class.

(iv) Any transaction that would constitute a deemed dividend under the tax laws of the United States of America;

(v) The declaration and/or payment of any dividends on any class or series of capital stock of the Corporation, whether in stock, cash or property;

(vi) Except as otherwise permitted herein, the repurchase, redemption or retirement of any capital stock of the Corporation, or of any security convertible into capital stock of the Corporation;

(vii) Any proposed change in the principal line of business of the Corporation as exists as of the date of this Amendment; and

(viii) Any amendment or modification to the Amended and Restated Articles of Incorporation or Bylaws of the Corporation.

(c) The number of directors of the Corporation shall be three (3). With respect to the election of the Board of Directors, (i) the holders of Series A 10% Cumulative Preferred Stock shall vote together as a single class to elect one (1) director of the Corporation and (ii) the holders of Common Stock shall vote together as a single class to elect two directors of the Corporation.

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In the event of a vacancy on the Board of Directors from any cause whatsoever in respect of the director elected by the holders of shares of Series A 10% Cumulative Preferred Stock, including, but not limited to, the death, disability, removal, disqualification or resignation of the director, the holders of Series A 10% Cumulative Preferred Stock, to the exclusion of the Board of Directors and the holders of all other classes of stock in the Corporation, shall be entitled to nominate and elect one or more directors to fill the vacancy or vacancies so created. In the event of a vacancy on the Board of Directors in respect of either or both of the directors elected by the holders of shares of Common Stock, including, but not limited to, the death, disability, removal, disqualification or resignation of either or both of the directors elected by the holders of shares of Common Stock, the holders of Common Stock, to the exclusion of the Board of Directors and the holders of all other classes of stock of the Corporation, shall be entitled to nominate and elect one or more directors to fill the vacancy or vacancies so created.

2.5 Redemption and Anti-Dilution.

(a) Anything in these Amended and Restated Articles of Incorporation to the contrary notwithstanding, and without the consent of the holders of Series A 10% Cumulative Preferred Stock, all or any portion of the Series A 10% Cumulative Preferred Stock shall be redeemable at the option of the Corporation at any time and from time to time upon the payment to the holder(s) thereof of cash in the amount equal to the purchase price for, and any accrued but unpaid dividends on, the share(s) of Series A 10% Cumulative Preferred Stock to be so redeemed, and when so redeemed, shall be canceled and retired and shall not be reissued as such.

(b) In the event the Corporation shall issue shares of its capital stock without consideration or for a consideration per share less than fair value as determined by the Board of Directors at the date of such issuance, then, in any of the aforementioned events, there shall be an adjustment of the number of shares of capital stock (including both Common Stock and Series A 10% Cumulative Preferred Stock) owned by a Protected Holder (as hereinafter defined), such that the percentage ownership of the issued and outstanding capital stock of the Corporation represented by the securities described above immediately after any such issuance or sale is the same as immediately prior to such issuance or sale. In such event, such additional shares of the capital stock of the Corporation as shall be necessary to result in such percentage ownership shall be issued to each Protected Holder accordingly. In the event of a stock split, reverse stock split or other recapitalization of the Series A 10% Cumulative Preferred Stock or Common Stock, or in the event of a stock dividend or distribution, then, in any of the aforementioned events, there shall be an adjustment of the number of shares of capital stock (including both Common Stock and Series A 10% Cumulative Preferred Stock) owned by a Protected Holder, such that the percentage ownership of the issued and outstanding capital stock of the Corporation represented by the securities described above immediately after any such issuance or sale is the same as immediately prior to such issuance or sale. In such event, such additional shares of the capital stock of the Corporation as shall be necessary to result in such percentage ownership shall be issued to each Protected Holder accordingly. All calculations under this Section 2.5(b) shall be made to the nearest one-hundredth of a share. For purposes of this Section 2.5(b), "Protected Holder" shall mean any person who owns shares of Series A 10% Cumulative Preferred Stock.

2.6 Put Rights.

(a) Each holder of Series A 10% Cumulative Preferred Stock shall have the right and option to sell to the Corporation (hereinafter referred to as the "Put") all or any portion of the shares of Series A 10% Cumulative Preferred Stock held by such holder of Series A 10% Cumulative Preferred Stock at a purchase price per share for the shares of Series A 10% Cumulative Preferred Stock subject to the Put equal to the purchase price per share originally paid to the Corporation by such shareholder plus all accrued and unpaid dividends thereon.

(b) Subject to the provisions hereof, each holder of shares of Series A 10% Cumulative Preferred Stock may exercise the Put with respect to all or any portion of the Series A 10% Cumulative Preferred Stock and sell to the Corporation, and the Corporation shall purchase from each such holder of Series A 10% Cumulative Preferred Stock, all of the shares subject to the Put. The right of each holder of Series A 10% Cumulative Preferred Stock to exercise the Put shall commence on the fifth (5th) anniversary of the date of issuance of such shares.

(c) A holder of Series A 10% Cumulative Preferred Stock may exercise the Put by written notice to the Corporation, delivered at least thirty (30) days prior to the proposed exercise date, specifying the number of shares as to which the Put is exercised. In the event a holder of Series A 10% Cumulative Preferred Stock should exercise the Put with respect to only part of its shares, the Put rights of such holder shall remain in force with respect to any remaining shares of Series A 10% Cumulative Preferred Stock held by such holder.

(d) Subject to Section 2.6(f) below, the Corporation shall pay, in cash or by certified, cashier's or other check acceptable to a holder of Series A 10% Cumulative Preferred Stock exercising its Put right, on that date thirty (30) days after the date of such holder's notice of exercise, the sum of all amounts due as consideration for the number of shares to which the Put is exercised.

(e) Upon receipt of the payment required in Section 2.6(e) herein, the holder of Series A 10% Cumulative Preferred Stock shall deliver to the Corporation a stock certificate or certificates representing the total number of shares being Put and purchased, duly endorsed in blank by such holder of Series A 10% Cumulative Preferred Stock or having attached thereto a stock power duly executed by such holder of Series A 10% Cumulative Preferred Stock in proper form for transfer. ;

**ARTICLE III
INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted or required by the Florida Business Corporation Act, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he

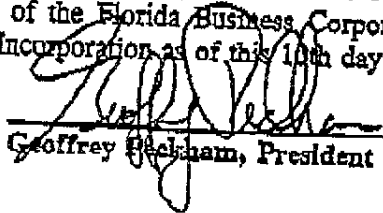
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or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the Florida Business Corporation Act or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods or services to the enterprise, including, without limitation, attorneys-at-law, accountants, and financial consultants). The term "Executive Officers" includes those individuals who are or were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article III and not otherwise defined herein have the meaning set forth in Section 607.0850, Florida Statutes (1995). The provisions of this Article III are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives and shall not create any rights in favor of third parties. No amendment to or repeal of this Article III shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is 6529 Southern Boulevard, West Palm Beach, Florida 33413, and its agent for service of process at such office is Geoffrey Peckham.

IN WITNESS WHEREOF, the undersigned President of the Corporation has, in accordance with Section 607.1007 of the Florida Business Corporation Act, executed these Amended and Restated Articles of Incorporation as of this 10th day of November, 1997.

 Pres.

 Geoffrey Peckham, President