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COLLIER PRIVATE INVESTMENTS, INC.

400 Fifth Avenue South
Naples, Florida 34102
Telephone: (941) 435-3888
Toll Free: (800) 770-8280

February 14, 1997

State of Florida Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

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-02/21/97--01100--006
*****87.50 *****87.50

Re: Collier Private Investments, Inc.

Gentlemen:

Enclosed you will find an original and one copy of the Certificate with attached Amended and Restated Articles of Incorporation for the above corporation. Please file the original in your office returning to us a certified copy of same for our records.

I am enclosing a check in the amount of Eighty-Seven Dollars and Fifty Cents (\$87.50) representing payment of the following:

\$ 35.00 - Filing Fee
52.50 - Certified Copy
\$ 87.50

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

Sincerely,


W. Jonathan Wride, President

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 21 PM 4:03


FEB 25 1997

CERTIFICATE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COLLIER PRIVATE INVESTMENTS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
97 FEB 21 PM 4:03

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned hereby certifies as follows:

1. The attached Amended and Restated Articles of Incorporation of Collier Private Investments, Inc. (the "Corporation") contains amendments to the articles of incorporation of the Corporation requiring shareholder approval.
2. The date of the adoption of the Amended and Restated Articles of Incorporation of the Corporation is November 22, 1996.
3. The Amended and Restated Articles of Incorporation were adopted and approved by the shareholders of the Corporation in an Action by Unanimous Written Consent of Shareholders Without a Meeting, dated November 22, 1996, in accordance with Section 607.0704, Florida Statutes.

Signed this 22nd day of November, 1996.


W. Jonathan Wride, President

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COLLIER PRIVATE INVESTMENTS, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its shareholders, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation shall be COLLIER PRIVATE INVESTMENTS, INC.

ARTICLE II - Duration

This Corporation shall have perpetual existence.

ARTICLE III - Purpose

This Corporation is organized for the following purposes:

- A. To engage in the operation of investments and dealer in securities.
- B. To sell, assign, lease, and deal with investments and securities in any name and nature, including the investments and securities of others, whether individuals, partnerships, or corporations, and to do so for compensation.
- C. To engage in such business to the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed.
- D. To engage in any other activity allowed by law.

ARTICLE IV - Capital Stock

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 10,000,000 shares of Common Stock, par value of \$0.01 per share.

ARTICLE V - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI - Principal Office

The principal place of business and mailing address of this Corporation is 400 Fifth Avenue South, Naples, Florida 34102.

ARTICLE VII - Registered Agent

The registered agent of the Corporation is W. Jonathan Wride. The street address of the Corporation's registered office is 400 Fifth Avenue South, Naples, Florida 34102.

ARTICLE VIII - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE IX - Incorporator

The name and address of the incorporator to these Articles of Incorporation was W. Jonathan Wride, 400 Fifth Avenue South, Naples, Florida 34102.

ARTICLE X - Bylaws

The bylaws of the Corporation may be adopted, altered, amended, or repealed by the majority vote of either the directors and the shareholders.

ARTICLE XI - Indemnification

The Corporation shall indemnify its officers and directors to the fullest extent permitted by law.

ARTICLE XII - 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.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 22nd day of November, 1996.

COLLIER PRIVATE INVESTMENTS, INC.

By: 

W. Jonathan Wride
President

COLLIER PRIVATE INVESTMENTS, INC.

Naples, Florida
November 22, 1996

ACTION BY UNANIMOUS CONSENT OF SHAREHOLDERS WITHOUT A MEETING

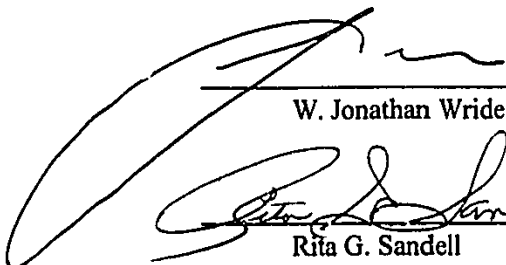
Pursuant to the authority granted by Chapter 607.0704 of the Florida Business Corporation Act, the undersigned, being the holders of all the voting shares of Collier Private Investments, Inc. (the "Corporation"), do hereby consent to and take the following action and adopt the following resolutions in writing and without notice and without a meeting:

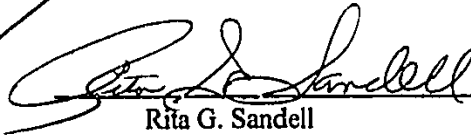
WHEREAS, the Board of Directors of this Corporation has recommended the adoption and approval of the Amended and Restated Articles of Incorporation in the form presented to the shareholders.

RESOLVED, that such Amended and Restated Articles of Incorporation is hereby adopted and approved.

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized to do any and all things necessary or appropriate in order to carry out the intent and purpose of these resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Consent of Shareholders Without a Meeting as of the day and year first above written.



W. Jonathan Wride


Rita G. Sandell

SHAREHOLDERS

COLLIER PRIVATE INVESTMENTS, INC.

Naples, Florida
November 22, 1996

ACTION BY UNANIMOUS CONSENT OF DIRECTORS WITHOUT A MEETING

The undersigned, being all of the members of the Board of Directors of Collier Private Investments, Inc., a Florida corporation (the "Corporation"), in lieu of action taken at a meeting and pursuant to Chapter 607.0821 of the Florida Business Corporation Act, hereby authorize, approve, and adopt the following resolutions by unanimous written consent:

RESOLVED, that the form of Amended and Restated Articles of Incorporation, a copy of which is attached hereto, is hereby approved.

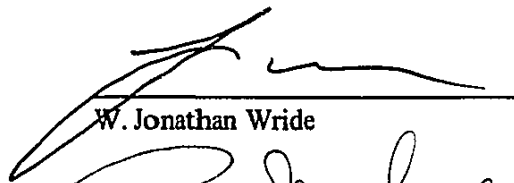
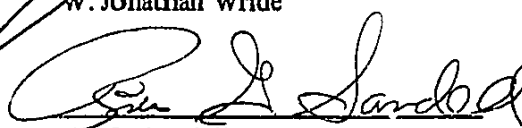
FURTHER RESOLVED, that such Amended and Restated Articles of Incorporation be presented to the shareholders of this Corporation for adoption and approval and that this Board of Directors hereby recommends to the shareholders that the Amended and Restated Articles of Incorporation be adopted and approved.

FURTHER RESOLVED, that, subject to the approval of the shareholders, the President of this Corporation is hereby authorized to file the Amended and Restated Articles of Incorporation with the Secretary of State of Florida.

FURTHER RESOLVED, that, subject to the approval of the shareholders and upon the filing of the Amended and Restated Articles of Incorporation with the Secretary of State of Florida, the excess capital stock over the \$0.01 par value per share shall be reclassified as additional paid-in capital.

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized to do any and all things necessary or appropriate in order to carry out the intent and purpose of these resolutions.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors, have executed this Action by Written Consent of the Directors as of the day and year first above written.


W. Jonathan Wride

Rita G. Sandell

DIRECTORS