

PA6000007116

RECEIVED
96 JAN 23 PM 11:29
DIVISION OF REGISTRATION

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

900001695749
-01/23/96--01060--002
*****770.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
CROSS CHECK CORPORATION

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

95 JAN 23 PM 4:01

1-03-68
Examiner's Initials *(Signature)*

ARTICLES OF INCORPORATION
OF
CROSS CHECK CORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **CROSS CHECK CORPORATION**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 11662 Lake Shore Place, North Palm Beach, Florida 33408 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Helen E. Scott
Secretary:	Helen E. Scott
Treasurer:	Helen E. Scott

whose addresses shall be the same as the principal address of the Corporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 23 PM 4:04



AMERILAWYER

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Holon E. Scott

whose addresses shall be the same as the principal address of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



AMERILAWYER

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this JAN 22 1996.


Elsie Sanchez, Incorporator

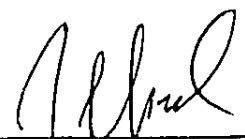
56 JAN 23 PM 4:04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Lawrence J. Spiegel, President

ART159MC SUB



AMERILAWYER[®]



THE UNITED STATES
CORPORATION
COMPANY

P96000007116

ACCOUNT NO. : 072100000032

REFERENCE : 257365 4806726

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 12, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 257365-005

CUSTOMER NO: 4806726

CUSTOMER: John B. Mccracken, Esq
Jones Foster Johnston & Stubbs
P.O. Box 3475

West Palm Beach, FL 33402-3475

000002085630--2
-02/12/97--01104--015
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: CROSS CHECK CORPORATION

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: Daniel W Leggett

EXAMINER'S INITIALS:

*Amer...
2/12/97
DL*

FILED
97 FEB 12 PM 3:30
RECEIVED
96 FEB 12 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT NO. 1
TO
ARTICLES OF INCORPORATION
OF
CROSS CHECK CORPORATION**

FILED
97 FEB 12 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cross Check Corporation, a Florida Corporation, under its corporate seal and the hands of its President, Guy Scott, and Secretary, Helen E. Scott, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation, the following resolution was duly and unanimously adopted by the Board of Directors and by all holders of outstanding stock of the corporation, by written instrument dated February 3rd, 1997.
to-wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of Cross Check Corporation, which was approved and filed in the office of the Secretary of State at Tallahassee, Florida on January 23, 1996 be amended by striking Article 7.1 thereof in its entirety and substituting therefor the following:

ARTICLE 7 - CORPORATE CAPITALIZATION

The maximum number of shares that this corporation is authorized to have outstanding at any time is One Million (1,000,000) shares of common stock, each share having a par value of one cent (\$ 0.01).

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its name by its President and Secretary this 3rd day of January, 1997.

CROSS CHECK CORPORATION

(CORPORATE SEAL)

ATTEST:

By: 

Guy Scott, President

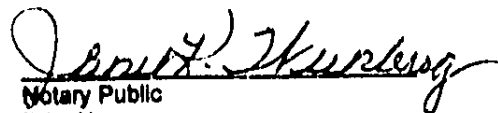

Helen E. Scott, Secretary


STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that the foregoing document was acknowledged before me by Guy Scott, President, and Helen E. Scott, Secretary of Cross Check Corporation, on behalf of said corporation, who are personally known to me or who produced drivers' licenses as identification this 20th day of February, 1997.

(NOTARY SEAL)


Notary Public
Print Name: _____
Commission No.: _____
My Commission expires _____

 Janet K. Weinberg
Notary Public, State of Florida
Commission No. CC 422931
My Commission Expires 11/27/98
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

JUN-05-97 09:38

EDWARDS & ANGELL

400000710

T-877 P.01

Job-000

P96000007116

6/04/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:15 AM

(((H97000009157 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (561)833-7700

FAX #: (561)655-8719

NAME: CROSS CHECK CORPORATION

AUDIT NUMBER..... H97000009157

DOC TYPE..... BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET.
TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL
PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

RECEIVED
JUN 5 11 54 AM '97
DIVISION OF CORPORATIONS

FILED
JUN 5 10 12 AM '97
TALLAHASSEE, FLORIDA

Attn:

DC

Darlene

Restated

Articles
6-5-97

Thank you

JUN-04-97 17:49 From: EDWARDS AND ANGELL

4078880710

T-072 P.01 Job-040

6/04/97

**FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET**

11:15 AM

(((H97000009157 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EDWARDS & ANGELL

ACCT#: 075410001517

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PHONE: (561)833-7700

FAX #: (561)655-8719

NAME: CROSS CHECK CORPORATION

AUDIT NUMBER..... H97000009157

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PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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PAGES OF THE DOCUMENT**

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RECEIVED
JUN-5 AM 8:31
18-80 MW 5-10016

JUN-04-97 11:37 From: EDWARDS AND ANGELL

4076880710

T-888 P.01 Job-012

6/04/97

**FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET**

11:15 AM

(((H97000009157 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (561)833-7700

FAX #: (561)655-8719

NAME: CROSS CHECK CORPORATION

AUDIT NUMBER..... H97000009157

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CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 7

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL
PAGES OF THE DOCUMENT**

**** ENTER 'M' FOR MENU. ****

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RECEIVED
97 JUN -4 PM 12:29
DIVISION OF CORPORATIONS

JUN-04-97 17:48 From: EDWARDS AND ANGELL

4070000710

T-072 P.02 Job-040



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1997

CROSS CHECK CORPORATION
1006 W 15 ST
RIVIERA BEACH, FL 33404US

SUBJECT: CROSS CHECK CORPORATION
REF: F96000007116

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" should be removed from the specific article regarding registered agent, unless this is the individual originally designated at the time of incorporation.

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 (904) 487-6908.

Thelma Lewis
Corporate Specialist Supervisor

FAX Aud. #: H97000009157
Letter Number: 297A00030266

FAX AUDIT #H97000009157

**RESTATED
ARTICLES OF INCORPORATION
OF
CROSS CHECK CORPORATION**

FILED
97 JUN -5 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1007 Florida Statutes, the undersigned Corporation hereby adopts the following Restated Articles of Incorporation:

ARTICLE 1 - NAME

The name of the Corporation shall be Cross Check Corporation (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 3 - PRINCIPAL OFFICE

The mailing address and the address of the principal office of the Corporation is 11662 Lake Shore Place, North Palm Beach, Florida 33408.

ARTICLE 4 - INCORPORATOR

The name and street address of the Incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

John G. Igoe
Florida Bar #396184
Edwards & Angell
250 Royal Palm Way
Palm Beach FL 33480
361-833-7700

FAX AUDIT #H97000009157

FAX AUDIT #H97000009157

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 Authorized Shares The total number of shares of all classes which the corporation has authority to issue is 22,000,000 shares, consisting of two classes of capital stock:

- (a) 20,000,000 shares of Common Stock, par value \$.01 per share (the "Common Shares");
- (b) 2,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Shares").

5.2 Designations, Preferences, etc. The designations, preferences, powers, qualifications, and special or relative rights, or privileges of the capital stock of the Corporation shall be as set forth in ARTICLE 6 and ARTICLE 7 below.

ARTICLE 6 - COMMON SHARES

6.1 Identical Rights Except as herein otherwise expressly provided in this ARTICLE 6, all Common Shares shall be identical and shall entitle the holders thereof to the same rights and privileges.

6.2 Dividends

(a) When, as, and if dividends are declared by the Corporation's Board of Directors, whether payable in cash, in property, or in securities of the Corporation, the holders of Common Shares shall be entitled to share equally in and to receive, in accordance with the number of Common Shares held by each such holder, all such dividends.

(b) Dividends payable under this Paragraph 6.2(b) shall be paid to the holders of record of the outstanding Common Shares as their names shall appear on the stock register of the Corporation on the record date fixed by the Board of Directors in advance of declaration and payment of each dividend. Any Common Shares issued as a dividend pursuant to this Paragraph 6.2(b) shall, when so issued, be duly authorized, validly issued, fully paid and non-assessable, and free of all liens and charges. The Corporation shall not issue fractions of Common Shares on payment of such dividend but shall issue a whole number of shares to such holder of Common Shares rounded up or down in the Corporation's sole discretion to the nearest whole number, without compensation to the stockholder whose fractional share has been rounded down or from any stockholder whose fractional share has been rounded up.

FAX AUDIT #H97000009157

FAX AUDIT #H97000009157

(c) Notwithstanding anything contained herein to the contrary, no dividends on Common Shares shall be declared by the Corporation's Board of Directors or paid or set apart for payment by the Corporation at any time that such declaration, payment, or setting apart is prohibited by applicable law.

6.3 Stock Splits. The Corporation shall not in any manner subdivide (by any stock split, reclassification, stock dividend, recapitalization, or otherwise) or combine the outstanding shares of one class of Common Shares unless the outstanding shares of all classes of Common Share shall be proportionately subdivided or combined.

6.4 Liquidation Rights. Upon any voluntary or involuntary liquidation, dissolution, or winding-up of the affairs of the Corporation, after payment shall have been made to holders of outstanding Preferred Shares, if any, of the full amount of which they are entitled pursuant to these Articles of Incorporation and any resolutions that may be adopted from time to time by the Corporation's Board of Directors, in accordance with ARTICLE 7 below (for the purpose of fixing the voting rights, designations, preferences, and relative, participating, optional, or other special rights of any series of Preferred Shares), the holders of Common Shares shall be entitled, to the exclusion of the holders of Preferred Shares, if any, to share ratably, in accordance with the number of Common Shares held by each such holder, in all remaining assets of the Corporation available for distribution among the holders of Common Shares, whether such assets are capital, surplus, or earnings. For the purposes of this Paragraph 6.4, neither the consolidation or merger of the Corporation with or into any other corporation or corporations in which the stockholders of the Corporation receive capital stock and/or other securities (including debt securities) of the acquiring corporation (or of the direct or indirect parent corporation of the acquiring corporation), nor the sale, lease or transfer by the Corporation of all or any part of its assets, nor the reduction of the capital stock of the Corporation, shall be deemed to be a voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation as those terms are used in this Paragraph 6.4.

6.5. No Preemptive or Subscription Rights. No holder of Common Shares shall be entitled to preemptive or subscription rights.

ARTICLE 7 - PREFERRED SHARES

Preferred Shares may be issued from time to time in one or more series as may be determined by the Board of Directors. Subject to the provisions of these Articles of Incorporation and this ARTICLE 7, the Board of Directors is authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of Preferred Shares and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any such additional series, to increase or decrease (but not below the number of

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FAX AUDIT #H97000019157

shares of such series then outstanding) the number of shares of any such additional series subsequent to the issue of shares of that series.

Authorized and unissued shares of Preferred Shares may be issued with such designations, voting powers, preferences, and relative, participating, optional or other special rights, and qualifications, limitations and restrictions on such rights, as the Board of Directors may authorize by resolutions duly adopted prior to the issuance of any shares of any series of Preferred Shares, including, but not limited to: (i) the distinctive designation of each series and the number of shares that will constitute such series; (ii) the voting rights, if any, of shares of such series and whether the shares of any such series having voting rights shall have multiple votes per share; (iii) the dividend rate on the shares of such series, any restriction, limitation, or condition upon the payment of such dividends, whether dividends shall be cumulative, and the dates on which dividends are payable; (iv) the prices at which, and the terms and conditions on which the shares of such series may be redeemed, if such shares are redeemable; (v) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series; (vi) any preferential amount payable upon shares of such series in the event of the liquidation, dissolution, or winding-up of the Company, or the distribution of its assets; and (vii) the prices or rates of conversion at which, the terms and conditions on which, the shares are convertible.

Any and all shares issued and for which full consideration has been paid or delivered shall be deemed fully paid stock, and the holder thereof shall not be liable for any further payment thereon.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the

FAX AUDIT #H97000009157

FAX AUDIT #H97000009157

Corporation, or 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.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE 11 - CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

FAX AUDIT #H97000009157

FAX AIDOT #H97000KH9157

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this Corporation is c/o Edwards & Angell, 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33440 and the name of the registered agent of the corporation at that address is Angell Corporate Services, Inc.

ARTICLE 13 - SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE 14 - SPECIAL MEETINGS OF SHAREHOLDERS

As permitted by Section 607.0702(1)(b) of the Florida Business Corporation Act, the shareholders may call a special meeting of shareholders only if the holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

The foregoing Restated Articles of Incorporation supersede the Corporation's original Articles of Incorporation filed on January 23, 1996 and amended by Amendment No. 1 thereto filed on February 12, 1996. The Restated Articles were adopted by vote of the Board of Directors on May 8, 1997, and approved by vote of all of the stockholders at a meeting of stockholders held on May 8, 1997, pursuant to §607.1003, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 2 day of June, 1997.



Guy Scott, President

FAX AUDIT #H97000009157

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

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Cross Check Corporation desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Restated Articles of Incorporation, in the Town of Palm Beach, County of Palm Beach, State of Florida, has named Angell Corporate Services, Inc., located at Edwards & Angell, 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 3rd day of June, 1997.

ANGELL CORPORATE SERVICES, INC.

By: 

Jonathan E. Cole

Its: President