

JUN-05-97 09:38

From: EDWARDS AND ANGELL

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6/04/97

FLORIDA DIVISION OF CORPORATIONS
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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

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TALLAHASSEE, FLORIDA

Attn:

DC

Darlene

Restated

Articles
6-5-97

Thank you

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5:49 AM
S-1000157

6/04/97

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12:15:03 PM

6/04/97

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DIVISION OF CORPORATIONS



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: P96000007116

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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) 487-6905.

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
561-833-7700

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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.

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(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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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

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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.

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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 33840 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

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