

LOUIS S. ROBLES\*  
ERVIN A. GONZALEZ\*\*  
JUAN P. BAUTA II  
LORI E. SCHMIDT  
MICHAEL J. PFUNDST  
RAYMOND W. VANDER  
JACK REIS  
STEWART  
DEBORAH GANDER

**Robles & Gonzalez, P.A.**

ATTORNEYS AT LAW

SUITE 200

1000 BAY FRONT PLAZA

100 NORTH WISLAHAYNE BLVD

MIAMI, FLORIDA 33134

TELEPHONE 305/371-5544

\*MEMBER FL, CO & TX BAR

\*\*MEMBER FL, D.C., TX, CO & NY BAR

\*\*BOARD CERTIFIED CIVIL TRIAL ATTORNEY

April 9, 1997

400002051404--4  
-01/08/97-01119-010

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Carol Mustain

400002051404--4  
-01/08/97-01119-010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: OTS North, Inc.  
Ref Number P96000009264

Dear Ms. Mustain:

Pursuant to our conversation, enclosed please find the Amended and Restated Articles of Incorporation of OTS North, Inc. I have attached your letter dated January 17, 1997 for your convenience. You advised me that you have this firm's check in the amount of \$87.50 for payment of the enclosed. Please return to me confirmation that same was filed.

Thank you for your anticipated cooperation.

Sincerely,

*Kara Cassidy*

Kara K. Cassidy  
Secretary to Louis S. Robles

/kkc  
Enclosures

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APR 15 1997

APPROVED  
FILED

*OK*  
11-16



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 17, 1997

**ROBLES & GONZALEZ, P.A.**  
**% ALLAN MARKS**  
**100 SOUTH BISCAYNE BLVD., #900**  
**MIAMI, FL 33131-2026**

**SUBJECT: OTS NORTH, INC.**  
**Ref. Number: P96000009264**

We have received your document for OTS NORTH, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

The corporate name must be identical throughout the document.

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) 487-6916.

Carol Mustain  
Corporate Specialist

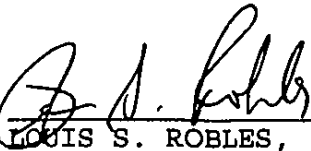
Letter Number: 297A00002600

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
OTS NORTH, INC.

The Articles of Incorporation of OTS North, Inc., a Florida corporation ("Corporation"), filed with the Department of State on October 18, 1994, documentation number P96000009264 (f/k/a Global Guardian U.S.A., Inc.)

All Articles of the Articles of Incorporation of this Corporation are either completely eliminated or amended in their entirety to read as shown in the Amended and Restated Articles of Incorporation of this Corporation, the original of which is attached hereto and made a part hereof.

The foregoing amendment was adopted by consent of the sole shareholder and director of this Corporation effective as of March 25, 1997, and is pursuant to Florida Statutes Sections 607.1003 and 607.1007.



LOUIS S. ROBLES,  
Sole Shareholder and Director

3/25/97  
Date

RECEIVED  
FEB 11 1997  
STATE OF FLORIDA

APPROVED  
7/19/97  
1000

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF OTS NORTH, INC.**

The undersigned sole Shareholder and Director makes, subscribed, files, and acknowledges the Amended and Restated Articles of Incorporation under the provisions of Chapter 607 and 621, Florida Statutes, also known as the Florida Business Corporation Act and The Professional Service Corporation Act, and other laws of the State of Florida, for the purpose of conducting corporate

ARTICLE I

NAME

The name of this corporation is:

ROBLES & GONZALEZ, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 APR 15 PM 1:28

APPROVED  
AND  
FILED

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### ARTICLE III

#### AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of .10 per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

### ARTICLE IV

#### TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

### ARTICLE V

#### ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 100 South Biscayne Boulevard, Suite 900, Miami, Florida 33131. The Board of Directors may from time to time move the principal office to any other address in Florida.

### ARTICLE VI

#### DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one. If required by the ethics of the legal profession, Directors shall be required to possess the same professional qualifications as shareholders are required to possess.

### ARTICLE VII

The name and post office address of the resident agent of the corporation is

#### Name

#### Address

Louis S. Robles

100 S. Biscayne Blvd., Suite 900  
Miami, Fl 33131

IN WITNESS WHEREOF, the undersigned, being the sole Shareholder and Director of this corporation, has hereunder subscribed his hand and seal this 25 day of MARCH, 1997

Witnesses:

Seboral Shiley  
Kara Cassidy

Louis S. Robles  
Louis S. Robles  
Sole Shareholder and Director

**CORPORATE RESOLUTION  
ACTION BY SOLE SHAREHOLDER AND SOLE DIRECTOR  
OF OTS NORTH, INC.**

Pursuant to Florida Statutes, the undersigned, constituting the sole Shareholder and sole Director of OTS North, Inc. (the "Corporation"), does hereby consent to and approve the following actions:

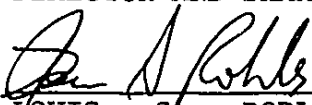
RESOLVED that the Corporation is hereby authorized to make and file with the Secretary of State of Florida an Amendment and Restatement of its Articles of Incorporation in the form attached hereto ("Restatement"), immediately upon the signing of this Resolution.

FURTHER RESOLVED, that Louis S. Robles is authorized and directed to execute and deliver the Restatement to the Department of Secretary of State for filing; and be it

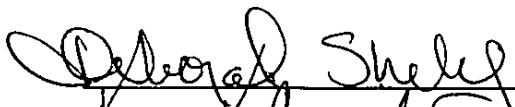
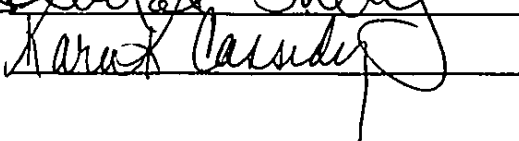
FURTHER RESOLVED, that the proper officers and directors of the Corporation be and hereby are authorized, empowered, and directed to do all such acts and things and to execute, acknowledge, and deliver all such documents as may, in their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of these Resolutions, and all acts and doings of the officers and directors of the Corporation which are in conformity with the intent and purposes of this action, whether heretofore or hereafter taken or done shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Corporation.

Effective Date: March 25, 1997.

DIRECTOR AND SHAREHOLDER:

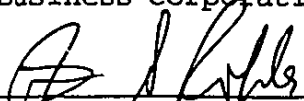
  
\_\_\_\_\_  
LOUIS S. ROBLES, Sole  
Shareholder and Director

Witnesses:

  
\_\_\_\_\_  
  
\_\_\_\_\_

**ACCEPTANCE OF APPOINTMENT**

THE UNDERSIGNED, named as the registered agent in Article VII of the Amended and Restate Articles of Incorporation of OTS North, Inc. hereby accepts the appointment as such registered agent of the corporation and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

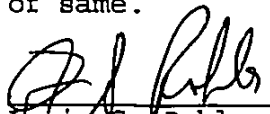
  
\_\_\_\_\_  
Louis S. Robles

3/25/97  
Date



**WAIVER OF NOTICE AND WAIVER OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF OTS NORTH, INC.**

The undersigned, Louis S. Robles, being the sole Director, Shareholder, and Officer of OTS North, Inc., hereby waives any need for a special meeting of the Board of Directors regarding the attached Resolutions, and further waives the need for any notices of same.

 3/25/97  
\_\_\_\_\_  
Louis S. Robles, Sole Shareholder,  
Director, and Officer