

Feb-11-2003 10:40 AM From:RUDEN MCCLOSKY

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SMSMS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SMSMS, INC.**

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03 FEB 11 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Business Corporation Act, SMSMS, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on February 16, 1996, document number P96000014937.
2. The Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is MDB222, Inc. (hereinafter the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: P.O. Box 811420, Boca Raton, Florida 33481.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of the Corporation shall consist of 10,000 shares of Common Stock, par value \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.


**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the registered office of the Corporation in the State of Florida is 358 N. Ocean Blvd., Delray Beach, Florida 33483, and the registered agent of the Corporation at that address is Mark D. Begelman.

These Amended and Restated Articles of Incorporation were adopted by Written Consent of the Sole Director and Sole Shareholder of the Corporation dated as of January 22, 2003.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 22nd day of January, 2003.

SMSMS, INC.


Mark D. Begelman, President