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FILED
APR 14 PM 12:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

April 7, 1999

Corporate Records Bureau
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-04/12/99--01064--010
*****78.75 *****78.75

Re: PEAK ENTERPRISES, INC.

Gentlemen:

Enclosed for filing with your office are Amended and Restated Articles of Incorporation for PEAK ENTERPRISES, INC.

Also enclosed is a check in the amount of \$78.75 representing the filing fee, designation of agent fee and the cost for one certified copy. If you have any questions or problems with respect to the enclosed Amended and Restated Articles of Incorporation, please contact the undersigned at your earliest convenience.

Thank you for your assistance with this filing.

Very truly yours,

Catherine J. Scott, CLA

Catherine J. Scott
Certified Legal Assistant

Enclosures

cc: Thomas A. Oechslin

AM & Restated
CR6
4-16

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PEAK ENTERPRISES, INC.

The name of this Corporation is PEAK ENTERPRISES, INC. These Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors of this Corporation, pursuant to Section 607.1007, Florida Statutes, as amended. Amendments to the original Articles of Incorporation of this Corporation as included herein have been adopted pursuant to Section 607.1006, Florida Statutes, as amended. All provisions of these Amended and Restated Articles of Incorporation constitute amendments, duly adopted in such manner, to the original Articles of Incorporation which shall, by the terms of adoption of these Amended and Restated Articles of Incorporation, be repealed and replaced in their entirety upon the filing of these Amended and Restated Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation is:

PEAK ENTERPRISES, INC.

ARTICLE II - Mailing Address

The mailing address of the Corporation shall be:

1000 South Tamiami Trail, Suite 202
Sarasota, Florida 34236

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TALLAHASSEE, FLORIDA

ARTICLE III - Capital Stock

Section 1. The total number of shares of all classes of stock which the Corporation shall have authority to issue is seven million five hundred thousand (7,500,000) shares.

The Corporation shall have authority to issue two (2) classes of stock. Five million (5,000,000) shares shall be common stock without par value (hereinafter referred to as "Common Stock") and two million five hundred thousand (2,500,000) shares shall be preferred stock issuable in series and without par value (hereinafter referred to as "Preferred Stock").

Section 2. Statement of Preferences, Limitations and Relative Rights in Respect of Shares of Each Class. A description of the different classes of stock and a statement of the designation, preferences, voting rights, limitations and relative rights of the holders of stock of such classes are as follows:

A. Preferred Stock.

(1) Shares of Preferred Stock may be issued from time to time in one or more series. The preferences and relative, participating, optional and other special rights of each of such series and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series already outstanding; and the Board of Directors of the Corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, participating, optional and other special rights, or the qualifications, limitations or restrictions thereof, of such series, including without limiting the generality of the foregoing, the following:

(a) The rate, if any, and times at which, and the terms and conditions on which, dividends on the Preferred Stock of such series shall be paid;

(b) The redemption price or prices, if any, and the times at which, Preferred Stock of such series may be redeemed;

(c) The rights of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the Corporation;

(d) The terms of the sinking fund or redemption of purchase account, if any, to be provided for the Preferred Stock of such series;

(e) The right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, other classes of stock of the Corporation and the terms and conditions of such conversion or exchange; and

(f) The voting powers, if any, of the holders of the Preferred Stock of such series.

(2) All shares of a particular series shall be identical in all respects. The rights of the Common Stock of the Corporation may be subject to the preferences and relative, participating, optional and other special rights of the Preferred Stock or each series as fixed from time to time by the Board of Directors as aforesaid.

(3) The holders of the Preferred Stock, in preference to the holders of the Common Stock of the Corporation, may be entitled to receive, if and when declared by the Board of Directors, dividends at the rate established by the Board of Directors at the time of the issuance of the shares of each series. Such dividends, when and if declared, may be cumu-

lative so that if dividends in respect to any dividend period shall not have been paid upon, or declared and set apart for, the Preferred Stock the deficiency shall be fully paid or declared and set apart before any dividends shall be paid upon, or declared or set apart for the Common Stock.

B. Common Stock.

(1) After the requirements with respect to preferential dividends upon the Preferred Stock shall have been met, if such preference be established by the Board of Directors of the Corporation, and after the Corporation shall have complied with all requirements, if any, with respect to the setting aside of sums as a sinking fund or redemption or purchase account for the benefit of any series of Preferred Stock, then and not otherwise, the holders of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(2) After distribution in full of the preferential amount to be distributed to the holders of all series of the Preferred Stock then outstanding in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

(3) Each holder of Common Stock shall have one (1) vote for each share of Common Stock held by him in all matters submitted to a vote of the stockholders. Cumulative voting in the election of directors will not be allowed.

(C) First Series Preferred Stock.

(1) The Corporation is hereby authorized to issue its Preferred Stock designated as its First Series Preferred Stock in total authorized amount of 500,000 shares, each share without par value (herein referred to as the "Shares").

(2) The Shares may be called for redemption by the Corporation at any time that such Shares are outstanding at the sole option of the Corporation. All or a part of such Shares may be redeemed as a result of any such call for redemption. With respect to any Shares that are called for redemption, the redemption price to be paid by the Corporation to the holder of such Shares being called for redemption shall be that price per Share equal to the consideration paid by the original holder thereof at the time of Share issuance by the Corporation. In the event of any such call for redemption, the holders of Shares called for redemption shall be immediately vested with the right to receive, if so determined by any such holder, one share of the no par value Common Stock of the Corporation for each Share being called for redemption and, in fact, redeemed.

(3) Any record and beneficial holder of 100,000 or more Shares shall be appointed or elected as a member of the Board of Directors of the Corporation by action of the holders of the outstanding Common Stock of the Corporation if such holder so desires to so serve. If such holder does not desire to serve as a member of the Board of Directors of the Corporation, such holder shall be entitled to observe all called and convened meetings of the Board of Directors of the Corporation.

(4) The remaining holders of Shares shall be entitled to nominate for election by the holders of the Corporation's outstanding Common Stock one member of the Board of

Directors of the Corporation at each meeting of the shareholders of the Corporation at which members of the Board of Directors are nominated and elected. (5) Other than as set forth in (3) and (4) of this Article Three, Section 2(C), the holders of Shares shall not be entitled to or vested with any additional voting rights except with respect to those matters required by the Florida Business Corporation Act.

(6) This First Series Preferred Stock is intended to replace and be in substitution for all previously authorized, issued and outstanding Preferred Stock designated as Class A Callable, Non-Voting Preferred Stock.

ARTICLE IV - Registered Office and Agent

The street address of the registered office of this Corporation is 2940 South Tamiami Trail, Sarasota, Florida 34239 and the name of the registered agent of this Corporation at that address is WILLIAM T. KIRTLEY.

ARTICLE V - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this Corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE VI - Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - Affiliated Transactions

The provisions of Chapter 607.0901, Florida Statutes, as amended, shall apply to this Corporation.

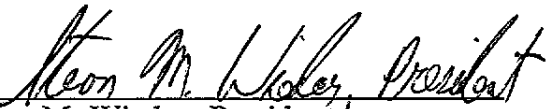
ARTICLE VIII - Control Share Acquisitions

The provisions of Chapter 607.0902, Florida Statutes, as amended shall apply to this Corporation.

ARTICLE IX - Adoption of Amendments

The amendments to the original Articles of Incorporation of this Corporation included herein have been adopted by the Board of Directors of the Corporation and the holders of a majority of all of the outstanding Common Stock of this Corporation, which is a sufficient number for approval, pursuant to Chapter 607.1007, Florida Statutes, as amended effective March 15, 1999.

WITNESS my hand and seal at Sarasota, Florida this 4th day of April,
1999.


Steven M. Wieder, President

The undersigned, having been designated in the foregoing Articles of Incorporation
as Registered Agent, hereby agrees to accept said designation.


WILLIAM T. KIRTLEY