

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0071
904-222-0397 FAX

P96000097553



ACCOUNT NO. : 072100000032

REFERENCE : 180075 4311639

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 35.00

ORDER DATE : December 9, 1996

ORDER TIME : 9:18 AM

ORDER NO. : 180075-005

700002033587--6

CUSTOMER NO: 4311639

CUSTOMER: Matt Anderson, Legal Assistant
Akerman Senterfitt & Eidson
One Southeast Third Avenue
28th Floor
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: ZAFFLAMIA INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

*Amended &
Restated
Articles of Incorp.*

FILED
96 DEC 19 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 19 AM 10:29
DIVISION OF CORPORATION

12/20/96

DC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1996

CSC NETWORKS
W. CHARLES EARNEST
TALLAHASSEE, FL

SUBJECT: ZAFFLAMIA INTERNATIONAL, INC.
Ref. Number: P96000097553

RECEIVED
355500 JAN 9 23
RESUBMIT
Please give original
submission date as file date.

We have received your document for ZAFFLAMIA INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals 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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 496A00056677

*These are original RA +
directors. Please file.
Thanks, Deborah*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ZAFFLAMIA INTERNATIONAL, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is ZAFFLAMIA INTERNATIONAL, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is 540 Brickell Key Drive, Suite 623, Miami, Florida 33131.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is Ten Thousand (10,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is One SE 3rd Avenue, 28th Floor Miami, Florida 33131. The name of the corporation's initial registered agent at that office is American Information Services, Inc.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Richard L. Schanerman, One SE 3rd Avenue, 28th Floor, Miami, Florida 33131.

FILED
96 DEC 19 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

DIRECTOR

The name and street address of the individual who is to serve as the ~~first~~ director of the corporation is Edward Flammia, 540 Brickell Key Drive, Suite 623, Miami, Florida 33131.

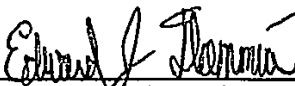
ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

The foregoing Amended and Restated Articles of Incorporation of the Corporation were adopted by written consent of the Board of Directors on December 6, 1996 and is made by the Corporation's Board of Directors, without shareholder consent which is not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of December, 1996.



Edward Flammia, President

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Zafflamia International, Inc., a Florida corporation, (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9th day of December, 1996.

AMERICAN INFORMATION SERVICES, INC.

By: _____

Name: _____

Title: _____