

P96000102433

AUSELY & MCMULLEN
ATTORNEYS IN COUNSEL - LAW

100 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

June 16, 2000

Amended
&
Restated
Articles

HAND DELIVERY

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

800003294528--1
-06/19/00--01002--009
*****35.00 *****35.00

Re: Preiss Performance, Inc.
Document No. P96000102433

Dear Sir or Madam:

Enclosed for filing are the original Amended and Restated Articles of Incorporation of Preiss Performance, Inc. Our check for \$35.00 for the filing fee is attached.

Please date stamp the attached copy and place it in the Ausely & McMullen box to be picked up by our messenger. Thank you for your assistance.

Sincerely,

Adrienne U. Francis

Adrienne U. Francis
Assistant to David J. Hu

af
Enclosures

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RECEIVED
00 JUN 16 PM 3:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Mr
6/23/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 19, 2000

AUSLEY & MCMULLEN

TALLAHASSEE, FL

SUBJECT: PREISS PERFORMANCE, INC.
Ref. Number: P96000102433

Corrections made

*- Revised Amended &
Revised Articles
attached.*

*Thank you,
Chris Vause
425-5446*

We have received your document for PREISS PERFORMANCE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

✓ 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.

The amendment must be adopted in one of the following manners:

✓ (1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

RECEIVED
00 JUN 22 PM 3:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

If you have any questions concerning the filing of your document, please call
(850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 500A00034627

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PREISS PERFORMANCE, INC.**

FILED
00 JUN 22 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1001, 607.1003, and 607.1006, of the Florida Statutes, Preiss Performance, Inc. hereby adopts the following Amended and Restated Articles of Incorporation as its corporate articles. This amendment was adopted on June 14, 2000, by approval of the shareholders pursuant to a valid written consent in lieu of a meeting. The number of votes cast for approval was sufficient to approve and adopt this Amendment.

**Article I.
Name and Principal Office**

The name of this Corporation shall be Preiss Performance, Inc. The principal place of business and mailing address of this Corporation is 2983 Golden Eagle Drive East, Tallahassee, Florida 32312.

**Article II.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article III.
Stock**

The authorized capital stock of this Corporation shall consist of One Hundred (100) shares of common voting stock of One Dollar (\$1.00) par value shares. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article V.
Incorporator**

The name and street address of the Incorporator of this Corporation are James A. Preiss, 2983 Golden Eagle Drive East, Tallahassee, Florida 32312.

**Article VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**Article VII.
Address of Registered Office and Registered Agent**

The street address of the Registered Office of this Corporation in the State of Florida shall be 2983 Golden Eagle Drive East, Tallahassee, Florida 32312. The name of the Registered Agent of the Corporation at the above address shall be James A. Preiss. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**Article VIII.
Number of Directors**

This Corporation shall have no fewer than two (2) Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws adopted by the Shareholders.

**Article IX.
Board of Directors**

The Board of Directors shall consist of one (1) member. The name and street address of one member of the Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, is James A. Preiss, 2983 Golden Eagle Drive East, Tallahassee, Florida 32312.

**Article X.
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the officers are as follows:

President

James A. Preiss
2983 Golden Eagle Drive East
Tallahassee, FL 32312

Secretary & Treasurer

James A. Preiss
2983 Golden Eagle Drive East
Tallahassee, FL 32312

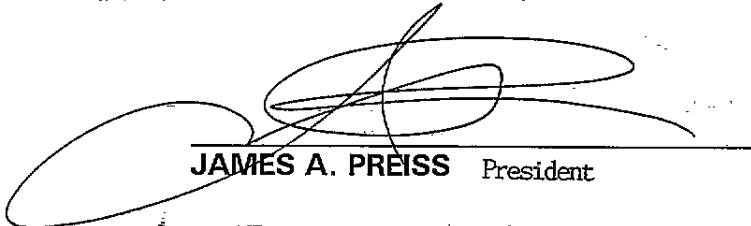
**Article XI.
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**Article XII.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

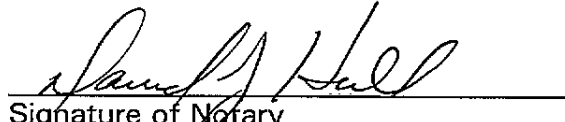
IN WITNESS WHEREOF, the undersigned, being the sole shareholder and director of Preiss Performance, Inc. has executed these Articles of Incorporation this 14th day of June, 2000.



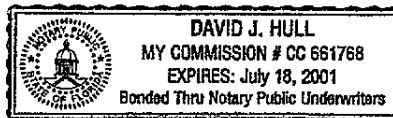
JAMES A. PREISS President

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 14th day of June, 2000, by James A. Preiss who (XX) is personally known to me or () produced _____ as identification.



Signature of Notary
Stamp/Seal:



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