

Document Number Only

P97000013864

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

000002584040--6

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OH Atlantis Corporation

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL -6 PM 1:02

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document
Examiner

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Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

JOEY

7/6/98

Restated Articles/

NIC

38 7/6/98

CR2E031 (1-89)

MEMORANDUM

JUL - 6 1998

TO: ATTN: JOEY, CT TALLAHASSEE

FROM: TOM GUSTAFSON, CT LOS ANGELES

DATE: July 2, 1998

SUBJECT: EDWARD G. BROWN & ASSOCIATES, INC.

ORDER#: 1336781

EXPEDITE

JOEY,

THIS IS THE ONE I SPOKE TO YOU ABOUT. THE POINT OF CONTACT AT THE AMENDMENTS DIVISION IS A LADY BY THE NAME OF THELMA.

TO REFRESH YOUR MEMORY, WHAT THE CUSTOMER WANTS IS TO HAVE THE ENCLOSED RESTATED FILED WITHOUT THE OFFICER CERTIFICATE MAKING ITS WAY INTO THE FILE. ACCORDING TO COUNSEL, TO ACCOMPLISH THIS IT HAS TO BE REQUESTED IN RIGHTING BY WHOMEVER IS SUBMITTING IT.

HOWEVER, I SPOKE TO THELMA AND IT SEEMS THAT COUNSEL HAS MISINTERPRETED THE STATUTE. WHILE THE STATUTE ((607.1007(6))) STATES THAT YOU DON'T HAVE TO PROVIDE A SEPARATE OFFICER'S CERTIFICATE, THELMA TOLD ME THAT INFORMATION FROM THE CERTIFICATE HAS TO BE FOUND IN THE RESTATED (I.E., SHAREHOLDER APPROVAL).

ADDITIONALLY, COUNSEL WANTS THIS TO SUPERSEDE THE ORIGINAL ARTICLES ON FILE (WHICH I ASSUME WILL BE DONE IN DUE COURSE ANYWAY)(PLEASE SEE ENCLOSED LETTER FROM COUNSEL).

BOTTOM LINE: PLEASE FILE THE ENCLOSED RESTATED ARTICLES FOR THE ABOVE ON AN EXPEDITED BASIS AND OBTAIN ONE (1) CC OF THE RESTATED WITHOUT THE OFFICER'S CERTIFICATE ON AN EXPEDITED BASIS AND SEND IT TO THE FOLLOWING VIA FEDX:

Jigna Patel
Law Offices of Bruce R. Bailey
1900 Avenue of the Stars
Suite 500
Los Angeles, CA 90067

BEFORE FILING, PLEASE TALK TO THELMA, SEE IF THERE IS ANYWAY OF ACCOMPLISHING WHAT COUNSEL WANTS, AND CALL ME IN ANY EVENT TO LET ME KNOW WHAT THE STATUS IS.

THANK YOU

LAW OFFICES OF BRUCE R. BAILEY

BRUCE R. BAILEY
JOHN R. DENNY
RICHARD C. HERMAN
GEORGE A. VAUSER

CLAUDIO O. WOLFF
STEVEN U. ROSS
MARSHALL R. FUSS
OF COUNSEL

1900 AVENUE OF THE STARS
SUITE 500
LOS ANGELES, CALIFORNIA 90067
(310) 286-9900
FAX (310) 286-9907
E-Mail brbailey@ix.netcom.com

Via Messenger

June 30, 1998

Our File No. 105.3572

Tom Gustafson
CT Corporation System
818 W. Seventh Street
Los Angeles, CA 90017

Re: Filing Restated Articles of Incorporation in Florida

Dear Mr. Gustafson:

Thank you for speaking with me earlier this afternoon in regards to filing Restated Articles of Incorporation for Edward G. Brown & Associates, Inc., pursuant to which the name of the corporation is changed to Oh Atlantis Corporation. I was very pleased to learn from you that CT Corporation System could return to us a certified copy of the Restated Articles on or before July 8, 1998. I have enclosed the following documents for CT Corporation to file with the Florida Department of State, Corporations Division:

1. Restated Articles of Incorporation of Oh Atlantis Corporation; and, the
2. Certificate

As we discussed, it is extremely important that your Tallahassee Office specifically request the following in writing when filing the Restated Articles:

1. The Restated Articles be certified as the Articles of Incorporation currently in effect, without the Certificate information; and
2. The Restated Articles supersede the original Articles of Incorporation and all amendments thereto.

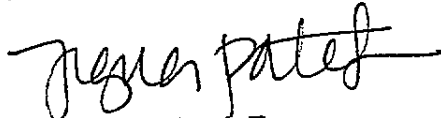
Tom Gustafson
June 30, 1998
Page 2

Please further inform your Tallahassee Office that if there is a problem with the filing in any way that they should call me immediately so that my office may try and remedy the problem as quickly as possible. As you know, it is crucial that we receive the certified copy of the Restated Articles by July 8, 1998. I appreciate your swift attention to this matter.

Once again, thank you for speaking with me earlier today regarding this matter. If you have any questions, please feel free to call me at the number listed above.

Sincerely,

LAW OFFICES OF BRUCE R. BAILEY

A handwritten signature in black ink, appearing to read "Jigna Patel", with a long horizontal flourish extending to the right.

By: Jigna P. Patel, Esq.

JPP
Enclosures

STATE OF FLORIDA
RESTATED ARTICLES OF INCORPORATION
OF
OH ATLANTIS CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL -6 PM 1:02

- FIRST:** The corporate name, in compliance with Section 607.0401 is:

OH ATLANTIS CORPORATION.
- SECOND:** The street address of the initial principal corporate office and the corporate mailing address is: 6812 Tiburon Circle, Boca Raton, Florida 33433.
- THIRD:** The corporation is authorized to issue one thousand (1000) shares. Each share shall have the par value of one cent (\$0.01).
- FOURTH:** The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law. The corporation is authorized to provide indemnification of agents through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise to the fullest extent permissible under Florida law.
- FIFTH:** These Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

The undersigned has executed these Restated Articles of Incorporation this 26th day of June, 1998.



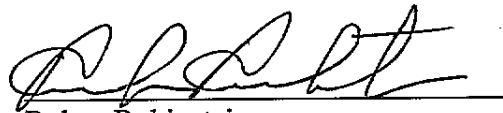
Ruben Rubinstein,
Treasurer

CERTIFICATE

The undersigned, being the Treasurer of Edward G. Brown & Associates, Inc., hereby certifies the following pursuant to Section 607.1007(6):

1. The attached Restated Articles of Incorporation of Oh Atlantis Corporation contain an amendment, requiring shareholder approval, to Article I of the original Articles of Incorporation of Edward G. Brown & Associates, Inc.
2. The amendment was adopted on June 25, 1998.
3. The amendment was adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

The undersigned has executed this Certificate this 26th day of June, 1998.


Ruben Rubinstein,
Treasurer