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Division of Corporations

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BASIC AMENDMENT

AVBORNE, INC.

Certificate of Status	0
Certified Copy	1
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVBORNE, INC.**

Pursuant to the provisions of Section 607.1007, Florida Statutes, AVBORNE, INC. (the "Corporation") adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name and Principal Office

The name of the corporation is AVBORNE, INC. The address of the principal office of the Corporation is 5300 N.W. 36th Street, Building 850, Miami, Florida 33122, and the mailing address of the Corporation is 2686 South Bayshore Drive, Suite 800, Miami, Florida 33133.

ARTICLE II

Registered Agent and Office

The street address of the Corporation's registered office is 5300 N.W. 36th Street, Building 850, Miami, Florida 33122, and the name of its registered agent at such address is Jim Martin.

ARTICLE III

Capital Stock

(A) Authorized Capital. The total number of shares of all classes which this Corporation shall have the authority to issue is one million and sixty thousand (1,060,000) shares, consisting of (i) one million (1,000,000) shares of common stock, par value \$.01 per share ("Common Stock"), and (ii) sixty thousand (60,000) shares of preferred stock, par value \$.01 per share ("Preferred Stock"), all of which shall be designated as Series B Preferred Stock (the "Series B Preferred Stock"). Such shares of Common Stock and Preferred Stock are sometimes hereafter collectively referred to as the "capital stock."

(B) Common Stock

(1) General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

(2) Voting Privileges.

a. General. Each holder of Common Stock shall have one vote on all matters submitted to the shareholders for each share of Common Stock standing in the name of such holder on the books of this Corporation and each holder of a fraction of a share of Common Stock shall have a corresponding fractional vote on all matters submitted to a vote of the shareholders for each fraction of a share of Common Stock standing in the name of such holder on the books of this Corporation.

b. No Cumulative Voting. No shareholder of the Corporation shall have any cumulative voting rights.

(3) Dividends. Each share of Common Stock shall be entitled to share in dividends ratably with all other shares of Common Stock then outstanding when, if and as such dividends are declared paid; provided, however, that no dividends (other than dividends payable solely in Common Stock) shall be paid or declared, and no other distribution shall be made, on or with respect to the Common Stock as long as there are any shares of Series B Preferred Stock issued and outstanding.

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(C) Series B Preferred Stock.

(1) Ranking. The Series B Preferred Stock shall rank senior in right of payment to all classes or series of capital stock of the Corporation as to dividends and upon liquidation, dissolution or winding up of the Corporation.

(2) Dividends. No dividends shall be paid on or with respect to the Series B Preferred Stock.

(3) Voting Rights. Holders of record of the Series B Preferred Stock will have no voting rights, except as required by law and as provided herein.

(4) Liquidation, Dissolution or Winding Up.

a. Treatment at Sale, Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment is made to any holders of any shares of Common Stock, the holders of shares of Series B Preferred Stock shall be entitled to be paid first out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock whether such assets are capital, surplus or earnings, an amount equal to \$1,000.00 per share of Series B Preferred Stock (which amount shall be subject to equitable adjustment whenever there shall occur a stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving the Series B Preferred Stock). After payment has been made to the holders of the Series B Preferred Stock of the full liquidation preference to which such holders shall be entitled as aforesaid, the remaining assets shall be distributed to the holders of Common Stock.

b. Insufficient Funds. If upon such liquidation, dissolution or winding up the assets or surplus funds of the Corporation to be distributed to the holders of shares of Series B Preferred Stock shall be insufficient to permit payment to such respective holders of the full liquidation preference and all other preferential amounts payable with respect to the Series B Preferred Stock, then the assets available for payment or distribution to such holders shall be allocated among the holders of the Series B Preferred Stock, pro rata, in proportion to the full respective preferential amounts to which the Series B Preferred Stock are entitled.

c. Certain Transactions Treated as Liquidation. For purposes of this Section 4, (A) any acquisition of the Corporation by means of merger or other form of corporate reorganization or consolidation with or into another corporation in which outstanding shares of this Corporation, including shares of Series B Preferred Stock, are exchanged for securities or other consideration issued, or caused to be issued, by the other corporation or its subsidiary and, as a result of which transaction, the shareholders of this Corporation own 50% or less of the voting power of the surviving entity, (B) a sale, transfer or lease (other than a pledge or grant of a security interest to a bona fide lender) of all or substantially all of the assets of the Corporation, or (C) a transfer of more than 50% of the voting capital stock of the Corporation in a single transaction or a series of related transactions shall be treated as a liquidation, dissolution or winding up of the Corporation and shall entitle the holders of Series B Preferred Stock to receive the amount that would be received in a liquidation, dissolution or winding up pursuant to Sections 4(a) and 4(b) hereof. The Corporation will provide the holders of Series B Preferred Stock with notice of all transactions which are to be treated as a liquidation, dissolution or winding up pursuant to this Section 4(c) twenty (20) days prior to the earlier of the vote relating to such transaction or the closing of such transaction.

d. Distributions of Property. Whenever the distribution provided for in this Section 4 shall be payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors, unless the holders of 50% or more of the then outstanding shares of Series B Preferred Stock request, in writing, that an independent appraiser perform such valuation, then by an independent appraiser selected by the Board of Directors and reasonably acceptable to 50% or more of the holders of Series B Preferred Stock.

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(5) Redemption.

a. Optional Redemption. The Corporation may, at any time and from time to time, at the sole discretion of and upon the affirmative vote of the holders of a majority of the outstanding shares of Common Stock and on written notice to the holders of outstanding shares of Series B Preferred Stock (delivered to such holders not less than 15 days prior to the date of redemption) redeem, on the date (the "Optional Redemption Date") specified in such notice, the shares of Series B Preferred Stock with respect to which such request is made. The redemption price for each share of Preferred Stock redeemed pursuant to this Section 5(a) shall be \$1,000.00 per share (the "Redemption Price"). The Redemption Price set forth in this Section 5 shall be subject to equitable adjustment whenever there shall occur a stock split, stock dividend, combination, recapitalization, reclassification or other similar event involving a change in the Series B Preferred Stock.

b. Redemption Proportionate. Each redemption of Series B Preferred Stock pursuant to this Section 5 shall be made so that the number of shares of Series B Preferred Stock to be redeemed from each registered owner shall be on a pro rata basis according to the respective liquidation preferences of shares of Series B Preferred Stock which each such holder of Series B Preferred Stock owns of record as of the applicable Redemption Date.

c. Redemption Notice. At least 15 days prior to a Redemption Date, written notice (hereinafter referred to as the "Redemption Notice") shall be mailed, first class or certified mail, postage prepaid, by the Corporation to each holder of record of Series B Preferred Stock which are to be redeemed, at its address shown on the records of the Corporation; provided, however, that the Corporation's failure to give such Redemption Notice as to any holder shall not affect its right to redeem the Series B Preferred Stock as provided in this Section 5 hereof as to such holder. The Redemption Notice shall contain the following information:

(i) the number of shares of Series B Preferred Stock held by the holder which are to be redeemed by the Corporation;

(ii) the Redemption Date and the Redemption Price; and

(iii) the place at which the holder is to surrender to the Corporation the certificate or certificates representing the Series B Preferred Stock to be redeemed.

d. Surrender of Certificates. Each holder of Series B Preferred Stock shall surrender the certificate(s) representing such shares to the Corporation at the place designated in the Redemption Notice, and thereupon the Redemption Price for such shares as set forth in this Section 5 shall be paid to the order of the person whose name appears on such certificate(s) and each surrendered certificate shall be canceled and retired. In the event some but not all of the Series B Preferred Stock represented by a certificate(s) surrendered by a holder are being redeemed, the Corporation shall execute and deliver to or on the order of the holder, at the expense of the Corporation, a new certificate representing the number of shares of Series B Preferred Stock which were not redeemed.

(6) Restrictions and Limitations on Corporate Action and Amendments to Articles. The Corporation shall not take any corporate action or otherwise amend these Amended and Restated Articles of Incorporation without the approval by vote or written consent of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock, voting together as a single class, if such corporate action or amendment would:

(i) amend any of the rights, preferences, privileges of or limitations provided for herein for the benefit of any shares of Series B Preferred Stock;

(ii) authorize or issue, or obligate the Corporation to authorize or issue, (1) shares of any class or series of capital stock ranking on a parity with the Series B Preferred

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Stock with respect to liquidation preferences, dividend rights or redemption rights, or (2) shares of any class or series of capital stock ranking senior to the Series B Preferred Stock with respect to liquidation preferences, dividend rights or redemption rights;

(iii) decrease the authorized number of shares of Series B Preferred Stock or;

(iv) amend any provisions of this Section 6.

(7) No Dilution or Impairment. The Corporation will not, by amendment of these Amended and Restated Articles of Incorporation or through any reorganization, transfer of capital stock or assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of the Series B Preferred Stock set forth herein, but will at all times in good faith assist in the carrying out of all such terms and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of the Series B Preferred Stock against dilution or other impairment.

(8) Notices of Record Date. In the event of:

a. any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of capital stock of any class or any other securities or property, or to receive any other right, or

b. any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger or consolidation of the Corporation, or any transfer of all or substantially all of the assets of the Corporation to any other corporation, or any other entity or person, or

c. any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, then and in each such event the Corporation shall mail or cause to be mailed to each holder of Series B Preferred Stock a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and a description of such dividend, distribution or right, (ii) the date on which any such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up is expected to become effective, and (iii) the time, if any, that is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding up. Such notice shall be mailed by first class mail, postage prepaid, at least ten (10) days prior to the earlier of (1) the date specified in such notice on which such record is to be taken and (2) the date on which such action is to be taken.

(9) Payment.

a. Form and Place of Payment. All amounts payable in cash with respect to the Series B Preferred Stock shall be payable in United States dollars by check mailed to the holders of the Series B Preferred Stock at their respective addresses set forth in the register of holders of Series B Preferred Stock, provided that all cash payments with respect to shares of Series B Preferred Stock the holders of which have given wire transfer instructions to the Corporation shall be required to be made by wire transfer of immediately available funds to the accounts specified by the holders thereof.

b. Business Days. Any payment on the Series B Preferred Stock due on any day that is a Saturday, Sunday, or other day on which banks are authorized to close in the City of New York need not be made on such day, but may be made on the next succeeding business day with the same force and effect as if made on such due date.

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c. Unclaimed Amounts. All moneys and shares of Series B Preferred Stock deposited with any paying agent or then held by the Corporation in trust for the payment of the liquidation preference and dividends on any shares of Series B Preferred Stock which remain unclaimed at the end of two (2) years after such payment has become due and payable shall be repaid to the Corporation, and the holder of such shares of Series B Preferred Stock shall thereafter look only to the Corporation for payment thereof.

(10)Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series B Preferred Stock shall not have any voting powers, preferences and relative, participating, optional or other special rights, other than those specifically set forth in these Amended and Restated Articles of Incorporation (as they may be amended from time to time). The shares of Series B Preferred Stock shall have no preemptive or subscription rights.

(11)Headings of Subdivisions. The headings of the various subdivisions of this Article III are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

ARTICLE IV **Board of Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

ARTICLE V **Indemnification**

This Corporation shall indemnify and shall advance expenses on behalf of its directors to the fullest extent not prohibited by any law in existence either now or hereafter.

These Amended and Restated Articles of Incorporation of this Corporation have been duly authorized and approved by the directors of the Corporation effective as of October 16, 2002, and by the holders of a majority of the issued and outstanding shares of Common Stock of the Corporation as of December 12, 2002 pursuant to Sections 607.0821, 607.0704, 607.1003, 607.1004 and 607.1007 of the Florida Business Corporation Act. The number of votes cast for the amendments by the shareholders in each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 17th day of December, 2002.

AVBORNE, INC.

By: Stephen Henderson
Stephen Henderson
Chief Executive Officer