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DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

FILED
AUG 31 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Account Number FCA000000017

Reference:
(Sub Account)

Date:

August 31, 1999

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

600002975336--9

Contact Name: Joan Perrenot (x243)

Corporation Name:

USCER Holdings

Entity Number (if applicable):

Authorization:

J Perrenot

☒ Am. & Restated
Articles
Certified Copy (1-9)

☐ UCC'S

☐ Certificate of Status

☒ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

() Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

() Mail Out

C. COULLETTE AUG 31 1999

CF Internal Use Only

Client: 40573 Matter: 88711

TAL#501656.01

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

USC&R HOLDINGS, INC.

For the purpose of amending and restating its Articles of Incorporation, and pursuant to sections 607.1003 and 1007, Florida Statutes, the Board of Directors of USC&R Holdings, Inc. originally incorporated in the State of Florida on June 18, 1997, hereby adopt the following Amended and Restated Articles of Incorporation.

ARTICLE I:

NAME

The name of the corporation shall be USC&R Holdings, Inc.

ARTICLE II:

PRINCIPAL OFFICES

The principal offices of the corporation shall be 444 Brickell Avenue, Suite P-14, Miami, Dade County, FL 33131.

ARTICLE III:

PURPOSE

The purpose for which the corporation is formed is to transact any lawful business pursuant to the laws of the United States and Florida.

ARTICLE IV:

DURATION

The duration of the corporation shall be perpetual.

ARTICLE V:

AUTHORIZED SHARES

The total number of authorized shares of capital stock of this corporation is 10,000 shares of common stock with a par value of \$.01 per share.

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TALLAHASSEE, FLORIDA

ARTICLE VI:

REGISTERED AGENT

The registered agent is Steven M. Malono, and the address of the corporation's registered office is 215 S. Monroe Street, Suite 500, Tallahassee, Florida.

ARTICLE VII:

BOARD OF DIRECTORS

The corporation shall have at least one director, who is over the age of eighteen (18) years. The following individual shall serve, for an initial term of not more than one year, as the director of the corporation:

<u>Name</u>	<u>Residence Address</u>
1. H. James Irl	260 Glenridge Road Key Biscayne, FL 33149

ARTICLE IX:

BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X:

AMENDMENTS

The corporation reserves the right to amend, alter, or repeal any provision in these Articles of Incorporation in the manner prescribed by Chapter 607, Florida Statutes, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the shareholders. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws and by Chapter 607, Florida Statutes.

Pursuant to section 607.1006, Florida Statutes, shareholder approval of these Amended and Restated Articles of Incorporation was not required.

The undersigned President and Sole Director of USC&R Holdings, Inc. has executed these Amended and Restated Articles of Incorporation this 30 day of AUGUST, 1999.

H. James Irl
H. James Irl, President & Sole Director

STATE OF FLORIDA
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 30th day of August, 1999, by H. James Irl, who is personally known to me or who has produced DL# 1640-390-57-402-0 (type of identification) as identification and who did take an oath.

Maria De La Oliva
NOTARY PUBLIC

Maria De La Oliva
(Printed Name of Notary)

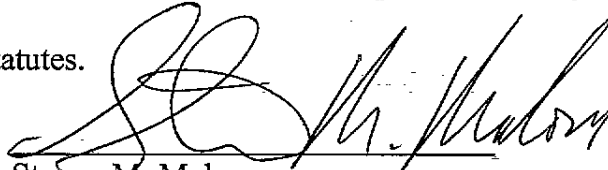
My Commission expires:

 MARIA DE LA OLIVA
COMMISSION # CC 563865
EXPIRES JUN 19, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Steven M. Malono, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Steven M. Malono