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GLICKSTEIN & GLICKSTEIN

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

JOSEPH M. GLICKSTEIN (1899-1982)
JOSEPH M. GLICKSTEIN, JR.

444 THIRD STREET
NEPTUNE BEACH, FLORIDA 32266

May 29, 1999

(904) 247-1305
FACSIMILE NUMBER
(904) 247-0295

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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-06/03/99--01055--007
*****87.50 *****43.75

In Re: Surf Nicaragua, Inc.

Gentlemen:

Enclosed herewith please find the original and one (1) copy of executed Restated and Amended Articles of Incorporation in connection with the above-captioned matter.

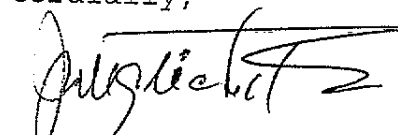
Also enclosed is our firm's check, payable to the order of the Secretary of State, State of Florida, in the amount of \$87.50, to be applied as follows:

Filing Fee	\$ 35.00
Certified Copy of Restated and Amended Articles of Incorporation	<u>52.50</u>
Total	\$ 87.50 =====

Please furnish me with the certified copy of the Restated and Amended Articles of Incorporation as soon after filing as possible.

Thank you for your cooperation in this matter.

Cordially,



Joseph M. Glickstein, Jr.

JMG, Jr:ms
Enclosures

Amended & Restated art.

V. SHEPARD JUN 11 1999

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
SURF NICARAGUA, INC.

FILED
99 JUN -3 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Secretary/Director of this profit corporation existing under the Florida General Corporation Act, and for the purpose of restating and amending its Articles of Incorporation does hereby certify that the Board of Directors have adopted the following restatement of the Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is SURF NICARAGUA, INC. The mailing address is: 4923 South Heritage Drive, Suite No. Y103, Greenfield, Wisconsin 53227.

ARTICLE II

Duration

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles, or upon filing with the Department of State of the State of Florida in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock which this corporation is authorized to issue is fifteen thousand (15,000) shares of Class A voting common stock, all of which shall be One Dollar (\$1.00) per share par value and twenty-five thousand (25,000) shares of Class B preferred non-voting common stock, all of which shall be Five Dollars (\$5.00) per share par value.

The preferred shares shall receive in each year out of the surplus of the Corporation declared as dividends by the Board of

Directors noncumulative dividends of 10 percent of the outstanding preferred shares (which shall be not less than 10 percent of the preferred shareholders investment paid for the shares) before any dividends are paid in such year upon the common shares, and in addition, after the common shares shall have received in any year out of the surplus of the Corporation declared as dividends by the Board of Directors dividends of 10 percent of the outstanding common shares, the remainder of the earnings declared as dividends shall be participated in by both preferred and common shares without distinction as to class. If less than the full preferential dividend is paid to the holders of preferred shares in any calendar year, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends in any subsequent year, assuming that the earnings of the Corporation were sufficient to cover the preferential dividend in the year in which it was not fully paid. Upon the dissolution of the Corporation and distribution of its assets, the preferred shares shall be paid in full at par before any amount shall be paid on account of the common shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 444 Third Street, Neptune Beach, Florida 32266, and the name of the initial Registered Agent of the Corporation at that address is Joseph M. Glickstein, Jr.

ARTICLE VI

Directors

This Corporation shall have two (2) Directors. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be fewer than two. The names and street addresses of the members of the current Board of Directors of the Corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
James J. Yemma, Jr.	4923 S. Heritage Drive Apartment Y 103 Greenfield, WI 53220
James J. Yemma, III	4923 S. Heritage Drive Apartment Y 103 Greenfield, WI 53220

ARTICLE VII
Incorporator

The name and street address of the incorporator of this corporation is Maureen E. Wimberly, 444 Third Street, Neptune Beach, Florida 32266.

ARTICLE VIII
Bylaws

The initial Bylaws of this Corporation shall be adopted by the Directors. The Bylaws may be adopted, amended or repealed in the manner provided in the Bylaws by either the shareholders or the Directors.

ARTICLE IX
Restrictions on Transfer of Stock

The shareholders may, by Bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE X
Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI
Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of Directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

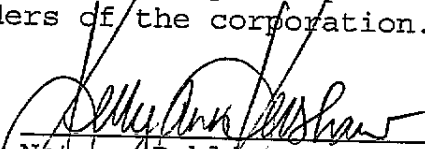
IN WITNESS WHEREOF, the Secretary/Director has executed these Restated and Amended Articles this 28 day of February, 1999.


James J. Yemma, Jr., Secretary

STATE OF WISCONSIN

COUNTY OF Milwaukee

The foregoing Restated and Amended Articles of Incorporation was acknowledged before me this 28th day of February, 1999, by James J. Yemma, Jr., as Secretary/Director of the Corporation, as having been duly and regularly adopted by actions of the Board of Directors and shareholders of the corporation.


Notary Public, State of Wisconsin
Print Name: Kelly Ann Kershaw

My Commission Expires: 8/12/01



CERTIFICATE
OF COMPLIANCE

WITH

§ 607.1007(4)(a), Florida Statutes

The undersigned, Secretary of SURF NICARAGUA, INC., a Florida corporation, pursuant to § 607.1007(4)(a), Florida Statutes, certifies that the accompanying Restated Articles of Incorporation filed herewith do not contain an amendment requiring shareholder approval, and that the Board of Directors and shareholders adopted the restatement.

Dated: February 28, 1999.

SURF NICARAGUA, INC.
A Florida corporation

By: _____

James J. Yemma, Jr.
Secretary/Director

SWORN TO AND SUBSCRIBED BEFORE
ME THIS February 28, 1999.

Notary Public, State of Wisconsin
Print Name: Kelly Ann Kershaw

