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CRYSTAL H. RINER
ADMINISTRATOR

February 17, 1998

Via Federal Express

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*****87.50 *****87.50

**ATTORNEY-CLIENT PRIVILEGED
PERSONAL AND CONFIDENTIAL**

Division of Corporation
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

**Re: Filing Amended and Restated Articles of Incorporation
for Gulf U.S. Group, Inc.**

Dear Division of Corporation:

Please find enclosed the above entitled document for filing and our check in the amount of \$87.50 (\$35.00 for said filing fee and \$52.50 fee for certified copy).

Please return a certified copy to us in the enclosed Federal Express envelope. Thank you for your prompt attention to this matter.

Sincerely,



Donald W. Weidner

DWW:bsl
Enclosure
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VS FEB 19 1998

Amend. & Restated Art.

FILED
98 FEB 18 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES

FILED
98 FEB 18 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO
ARTICLES OF INCORPORATION
OF
GULF U.S. GROUP, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Amended and Restated Articles of Incorporation.

Pursuant to the provisions of Sections 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

The Amended and Restated Articles of Incorporation of the Corporation read as follows:

ARTICLE I
Name

Section 1.1. Name. The name of this corporation is **Gulf U.S. Group, Inc.**, and the address is **8847 San Jose Boulevard, Jacksonville, Florida 32217**.

ARTICLE II
Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
Powers

Section 3.1. Powers. This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country to engage in any business not prohibited by the Florida Corporation Act.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having \$.01 par value.

Section 4.2. 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 V

Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is **10161 Centurion Parkway North, Suite 190, Jacksonville, Florida, 32256** and the name of the initial registered agent of this corporation at that address is **Donald W. Weidner, Esquire**.

ARTICLE VI

Bylaws

Section 6.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VII

Incorporator

Section 7.1. Name and Address. The name and street address of the incorporator of this corporation is **Donald W. Weidner, Law Office of Weidner and Wortelboer, 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256**.

ARTICLE VIII

Amendment

Section 8.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than sixty-six

and six tenths percent (66.6%) of its Board of Directors of the corporation entitled to vote thereon, and any right conferred upon the shareholders is subject to this reservation.

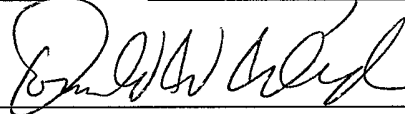
ARTICLE IX
Dissolution

Section 9.1. Dissolution. The corporation may be dissolved at any time on the affirmative vote of the holders of at least sixty-six and six tenths percent (66.6%) of the Board of Directors of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

The foregoing Amended and Restated Articles of Incorporation of the Corporation were duly adopted on February 5, 1998.

The amended and restated articles were adopted by the incorporators without shareholder action and shareholder action was not required.


Signed this 5th day of February, 1998.



Donald W. Weidner, Esquire,
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 5th day of February, 1998 by Donald W. Weidner, Esquire, who is personally known to me.



Notary Public, State of Florida

My commission expires



CRYSTAL H RINER
My Commission CC499934
Expires Oct. 08, 1999