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September 4, 1998

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/08/98--01113--004

***122.50 ***122.50

RE: Articles of Amendment to Articles of Incorporation
SUBS OF THE WORLD, INC.

Enclosed is an original and one copy of the Articles of Amendment to the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation. Please file the Articles of Amendment and Certificate and return a certified copy to me to the above address.

Enclosed is my firm's check, payable to the Florida Secretary of State, in the amount of \$122.50, as payment for the filing fees and the certified copy.

If you have any questions or incur any difficulties, please telephone me as soon as possible at the number above. Thank you for your assistance in this matter.

Very truly yours,

Wade F. Johnson, Jr.

Wade F. Johnson, Jr.

WFJ
Enclosures

FILED
98 SEP -8 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated Articles / name change
WFT
9-18-98

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
SUBS OF THE WORLD, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the President of SUBS OF THE WORLD, INC., hereby executes these Amended & Restated Articles of Incorporation of SUBS OF THE WORLD, INC., and states the following:

1. The Articles of Incorporation of SUBS OF THE WORLD, INC., a Florida corporation, were filed on January 6, 1998.
2. The Articles of Incorporation shall be completely amended and restated to read as follows:

**ARTICLE I.
NAME**

The name of this Corporation shall be **SARLEI, INC.**

**ARTICLE II.
PERPETUAL CORPORATE EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III.
PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV.
CAPITAL STOCK**

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$.01	Voting, Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

**ARTICLE V.
MAILING ADDRESS**

The mailing address of this corporation shall be:

2302 Midtown Terr., Apt. 1226
Orlando, FL 32839

**ARTICLE VI.
REGISTERED OFFICE AND AGENT**

The registered office of this Corporation shall be located at 118 E. Jefferson Street, Orlando, Florida 32801, and the registered agent of the Corporation at that address shall be WADE F. JOHNSON, JR. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VII.
BOARD OF DIRECTORS**

This Corporation shall have one director. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The names and street addresses of the initial directors of this Corporation are:

Sarhane Ayadi
2302 Midtown Terr., Apt. 1226
Orlando, FL 32839

Directors may be removed without cause.

**ARTICLE VIII.
INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

Catherine R. Henin- Clark
200 South Orange Avenue
Suite 2600
Orlando, FL 32801

**ARTICLE IX.
BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

**ARTICLE X.
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XI.
CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XII.
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XIII.
AMENDMENT**

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

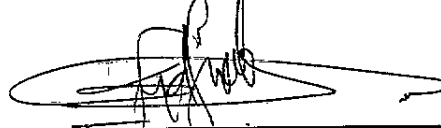
**ARTICLE XIV.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

3. This Amendment was adopted on the 13 day of August, 1998, by all of the shareholders and directors of this corporation, pursuant to Sections 607.0704 and 607.0821 of Florida Statutes.

IN WITNESS WHEREOF, the undersigned, as the President of this corporation, has executed these Articles of Amendment this 13 day of August, 1998.

SUBS OF THE WORLD, INC.

A handwritten signature in black ink, appearing to read 'Sarhane Ayadi', is written over a horizontal line. The signature is stylized with a large loop at the beginning and a long horizontal stroke at the end.

Sarhane Ayadi, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

SUBS OF THE WORLD, INC., now known as SARLEI, INC., has designated 118 E. Jefferson Street, Orlando, Florida 32801, as its registered office and has named and designated WADE F. JOHNSON, JR. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 13th day of August, 1998.



Wade F. Johnson, Jr.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA