

MAR. 5. 2004 8:23AM

NO. 681 P. 8/11

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FAX NO.

P. 04

Division of Corporations

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798000016134

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

CENTRES ACADIAN GP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

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Amended & Retained
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Department of State 3/4/2004 2:44 PAGE 1/2 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

To: Susan Payne
7-page Fax

March 4, 2004

CENTRES ACADIAN GP, INC.
C/O CENTRES INC.
9130 S. DADELAND BLVD., #1528
MIAMI, FL 33156US

SUBJECT: CENTRES ACADIAN GP, INC.
REF: P98000016134

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

The document type would be AMENDMENT for Amended and Restated Articles of Incorporation.

- * A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne

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FLORIDA DEPARTMENT OF STATE

Glenda R. Hood
Secretary of State

Senior Section Administrator

Letter Number: 104A00014595

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

MAR. 5. 2004 8:24AM

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P. 05

Fax Audit # (((H040000479413)))

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTRES ACADIAN GP, INC.**

CENTRES ACADIAN GP, INC., a Florida corporation (the "Corporation"), hereby amends and restates in its entirety the Articles of Incorporation previously filed with the Florida Secretary of State on February 18, 1998, as follows:

ARTICLE I - NAME

The name of this Corporation is CENTRES ACADIAN GP, INC.

ARTICLE II - ADDRESS

The principal office and mailing address of this Corporation is: c/o Centres Inc., 9130 S. Dadeland Blvd., Suite 1528, Miami, Florida, 33156.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the Corporation is Mr. David K. Charlton, Two Datan Center, Suite 1528, 9130 S. Dadeland Blvd., Miami, Florida, 33156.

ARTICLE VI - DURATION

This Corporation shall have perpetual existence.

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ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be fewer than one. The name and address of the Director is:

NameAddress

David M. Curvey

9130 S. Dadeland Blvd., Suite 1528, Miami, FL, 33156

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws of this Corporation shall be vested in each of the Board of Directors and the shareholders of this Corporation. The shareholders of this Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer, Director or Incorporator, or any former Officer, Director or Incorporator of this Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this ____ day of March, 2004.


David M. Curvey, President

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P. 07

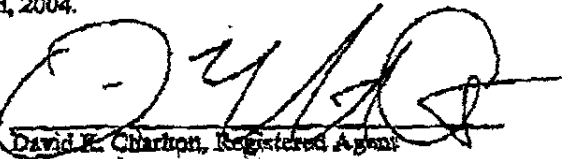
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS ____ DAY OF MARCH, 2004.

By


David E. Charlton, Registered Agent

1. The foregoing Amended and Restated Articles of Incorporation were approved and adopted by the Written Consent of the Board of Directors of the Corporation on March 3, 2004.

2. The foregoing Amended and Restated Articles of Incorporation do not contain any amendment that require Shareholder approval.

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