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BASIC AMENDMENT

UNIQUE PRODUCTS SYSTEMS, INC.

Certificate of Status	1
Certified Copy	1
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**CERTIFICATE REGARDING
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNIQUE PRODUCTS SYSTEMS, INC.**

Don Packham, the President of UNIQUE PRODUCTS SYSTEMS, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The Corporation's Amended and Restated Articles of Incorporation are attached hereto and made a part hereof.
2. The restatement contains certain amendments that required shareholder approval (the "Amendments").
3. The directors and the shareholders of the Corporation have voted to adopt the Amendments through an Action by Written Consent of the Directors dated August 16 2000, and through an Action by Shareholders Without a Meeting dated August 16 2000.
4. The number of votes cast by the Corporation's directors and shareholders for the adoption of the Amendments was sufficient for such adoption.

IN WITNESS WHEREOF, Mr. Packham has executed this Certificate Regarding Amended and Restated Articles of Incorporation for the Corporation on this 16 day of August, 2000.


Don Packham, President
UNIQUE PRODUCTS SYSTEMS, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIQUE PRODUCTS SYSTEMS, INC.**

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ARTICLE I

The name of the Corporation is **UNIQUE PRODUCTS SYSTEMS, INC.**
The duration of the Corporation is perpetual.

ARTICLE II

The current mailing address of the principal office of the Corporation is
1456 Southwest 13th Court, Pompano Beach, Florida 33069.

ARTICLE III

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 55,000,000, consisting of (i) 50,000,000 shares of common stock, par value \$.01 per share (the "Common Stock"); and (ii) 5,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

The holders of common stock shall have one vote for each share of such stock held.

The holders of record of the preferred stock shall be entitled to cash dividends when, as and if declared by the Board of Directors at the time, in the manner and at the rate per share determined by the Board of Directors in the resolution authorizing each series of preferred stock. Dividends payable on the preferred stock must be paid or set apart for payment before any dividends may be declared and paid on the common stock with respect to the same time period.

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In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding preferred stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the resolution authorizing each series of preferred stock. After payment to the holders of the preferred stock of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to, and distributed ratably among, the holders of record of the common stock.

The common stock may also be subject to other rights and preferences that the Board of Directors may give to any series of the preferred stock.

The Board of Directors is hereby expressly authorized to issue the preferred stock of this corporation in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

All stock of this corporation, whether common stock or preferred stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine.

ARTICLE V

The street address of the Corporation's registered office is 1456 Southwest 13th Court, Pompano Beach, Florida 33069. The name of the Corporation's registered agent at that address is Don Packham.

ARTICLE VI

The Corporation shall have two directors at this time and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one.

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ARTICLE VII

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE VIII

The Corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process and serve as successor registered agent for UNIQUE PRODUCTS SYSTEMS, INC., at the place designated in these Amended and Restated Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with § 607.0501, Florida Statutes.

DATED this 16 day of August, 2000.


Don Packham, Registered Agent

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