

P98000027078



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 760104 5011275

AUTHORIZATION

*Patricia Pygott*

COST LIMIT : \$ 192.50.

ORDER DATE : March 30, 1998

ORDER TIME : 10:30 AM

ORDER NO. : 760104-005

CUSTOMER NO: 5011275

CUSTOMER: Donald P. Dufresne, Esq  
Broad And Cassel  
Suite 500  
400 Australian Avenue South  
West Palm Beach, FL 33401

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 PM 1:34

DOMESTIC AMENDMENT FILING

NAME: INTEGRITY FIRST MANAGEMENT  
CORPORATION

EFFECTIVE DATE:

RECEIVED  
98 MAR 30 AM 11:20  
DIVISION OF CORPORATION

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

900002471859--6

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (3) CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

*Amend + Restated*

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

*CC*

*3-30-98*

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**INTEGRITY FIRST MANAGEMENT CORP.**

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Pursuant to Sections 607.1005 and 607.1007 of the Florida Statutes, INTEGRITY FIRST MANAGEMENT CORP., a Florida corporation (the "Corporation"), certifies that:

(1) The original Articles of Incorporation of the Corporation were filed with the Department of State on March 23, 1998.

(2) No shares of the Corporation have been issued.

(3) The Corporation originally had the following initial directors: Janeth Brody, Robert E. Johnson, Robbie S. Johnson, Olga Renzulli, Edward Renzulli a/k/a Edwin Renzulli, and Carol Fraser.

(4) Edward Renzulli, a/k/a Edwin Renzulli, has resigned his position as a director and such resignation has been accepted by the Corporation.

(5) The Corporation originally had Donald P. Dufresne as its incorporator.

(6) Donald P. Dufresne has assigned his rights as incorporator to Robert E. Johnson.

(7) Donald P. Dufresne was the initial registered agent of the Corporation.

(8) Donald P. Dufresne has resigned as registered agent.

(9) Robert E. Johnson has accepted the responsibilities of the registered agent.

(10) The Articles of Incorporation of the Corporation are hereby amended as follows:

ARTICLE III. AUTHORIZED SHARES is amended to provide that the Corporation shall be authorized to create and issue shares of common stock having a par value of \$.001 per share.

ARTICLE IV. ADDRESS. The street address of the registered office of the Corporation shall be 12794 Forest Hill Boulevard, Suite 34, Wellington, Florida 33414, and the name of the registered agent for the corporation at that address is Robert E. Johnson.

ARTICLE VII. BOARD OF DIRECTORS is amended to provide that the Corporation shall have a Board of five (5) directors, whose term of office shall not be for more than one (1) year after the date hereof. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The names and residential addresses of the initial Board of Directors are:

Janeth Brody	212 Alexander Palm Road Boca Raton, FL 33432
Robert E. Johnson	2078 Sunderland Avenue Wellington, Florida 33414
Robbie S. Johnson	2078 Sunderland Avenue Wellington, Florida 33414
Olga Renzulli	2917 South Ocean Boulevard Highland Beach, FL 33487
Carol Fraser	14127 Equestrian Way Wellington, FL 33414

(4) The foregoing amendments were approved by the Incorporator of the Corporation.

(5) The Amended and Restated Articles of Incorporation of the Corporation were duly adopted by the Corporation's Incorporator on March 27, 1998.

(6) There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendments, which were adopted pursuant to Section 607.1005, Florida Statutes, and the omission of matters of historical interest.

The text of the Articles of Incorporation of the Corporation is restated with the foregoing amendments, effective as of the date of filing with the Department of State, to read as follows:

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
INTEGRITY FIRST MANAGEMENT CORP.

ARTICLE I. NAME

The name of the corporation shall be:

Integrity First Management Corporation

The address of the principal office of this corporation shall be:

12794 Forest Hill Boulevard  
Suite 34  
Wellington, FL 33414

and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business related to general business.

ARTICLE III. AUTHORIZED SHARES

The Corporation shall be authorized to create and issue shares of Common Stock having a par value of \$.001 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

The maximum number of shares of stock that this corporation is authorized to

have outstanding at any one time is 1,000,000 shares of common stock.

#### ARTICLE IV. ADDRESS

The street address of the registered office of the Corporation shall be 12794 Forest Hill Boulevard, Suite 34, Wellington, Florida 33414, and the name of the registered agent for the corporation at that address is Robert E. Johnson.

#### ARTICLE V. TERM OF EXISTENCE

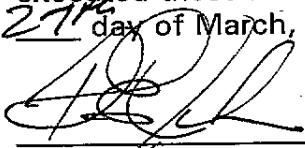
The corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have five (5) Directors, whose term of office shall not be for more than one (1) year after the date hereof. The name and street address of the initial members of the Board of Directors are:

Janeth Brody	212 Alexander Palm Road Boca Raton, FL 33432
Robert E. Johnson	2078 Sunderland Avenue Wellington, Florida 33414
Robbie S. Johnson	2078 Sunderland Avenue Wellington, Florida 33414
Olga Renzulli	2917 South Ocean Boulevard Highland Beach, FL 33487
Carol Fraser	14127 Equestrian Way Wellington, FL 33414

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has  
executed these Amended and Restated Articles of Incorporation this  
27<sup>th</sup> day of March, 1998.



Robert E. Johnson, Incorporator

DATED: 3/21/98

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION PURSUANT TO SECTION 48.09 AND CHAPTER 607, FLORIDA STATUTES, INTEGRITY FIRST MANAGEMENT CORPORATION HAS NAMED ROBERT E. JOHNSON, LOCATED AT 12794 FOREST HILL BOULEVARD, SUITE 34, WELLINGTON, FLORIDA 33414, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE. HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE LOCATION DESIGNATED HEREIN, I HEREBY ACCEPT THE APPOINTMENT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE LAWS OF THE STATE OF FLORIDA APPLICABLE THERETO.



By:

Robert E. Johnson  
Registered Agent