

P98000034598

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July 8, 1998

Division of Corporations
FLORIDA DEPARTMENT OF STATE
409 East Gaines Street
Tallahassee, Florida 32399

98 JUL 14 PM 4:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: The K. Givens Corporation, Document No. P98000034598

Dear Sir or Madame:

Enclosed please find the Amended and Restated Articles of Incorporation of The K. Givens Corporation (formerly known as TheK. Givens Corporation.) I have enclosed our check for \$87.50 to cover the filing fee and the cost of a certified copy of the Amended and Restated Articles of Incorporation.

The purpose of the Amended and Restated Articles of Incorporation is to correct the name from TheK. Givens Corporation to The K. Givens Corporation.

Sincerely,


Minervino Rodriguez, Jr., Esq.

Enclosure: Amended and Restated Articles of Incorporation of The K. Givens Corporation

Copy to Karen A. Givens

VS JUL 20 1998

Amended & Restated Art. - N/c

\$35 due for the CC

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE K. GIVENS CORPORATION**

FILED
98 JUL 14 PM 4: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole incorporator, subscriber, stockholder and director of THE K. GIVENS CORPORATION, a Florida corporation duly formed and effective as of April 15, 1998 under document number **P98000034598**, for the purpose of Amending the Articles of Incorporation under the Florida Business Corporate Act, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be THE K. GIVENS CORPORATION

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 9221 West Sunrise Boulevard, Plantation, Florida 33322.

ARTICLE III - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is April 15, 1998.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares which may be fractional. The stock shall be known as common stock and shall have a \$ 0.01 par value per share. The initial shareholder shall be Ms. Karen A. Givens, who shall own one hundred percent (100%) of the common stock of this corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The Initial Registered Agent shall be Ms. Karen A. Givens and the address of the Initial Registered Agent is 9221 West Sunrise Boulevard, Plantation, Florida 33322. The Certificate of Designation of Registered Agent and Registered Office was placed of record with the Department of State, State of Florida, on April 15, 1998 and is hereby ratified and incorporated herein by this reference.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the Initial Director is Ms. Karen A. Givens, 9221 West Sunrise Boulevard, Plantation, Florida 33322.

ARTICLE VIII - INITIAL OFFICERS

The initial officers of the corporation shall be as follows:

President, Secretary and Treasurer - Ms. Karen A. Givens

ARTICLE IX - INCORPORATORS

The name and address of the person signing these First Amended Articles of Incorporation is Ms. Karen A. Givens, 9221 West Sunrise Boulevard, Plantation, Florida 33322.

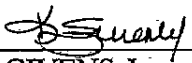
ARTICLE X - AMENDMENT OF ARTICLES

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

ARTICLE XI - PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights. The shareholders of this corporation shall have the right to maintain their fixed percentage ownership in the corporation by purchasing their proportionate share of any new stock issued.

IN WITNESS WHEREOF, the undersigned incorporator and subscriber has executed these First Amended and Restated Articles of Incorporation this 7th day of July, 1998.


KAREN A. GIVENS, Incorporator, Subscriber,
Sole Director and Sole Stockholder