

P98000069393

Florida Department of State
Division of Corporations
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Phone : (305) 854-5900
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BASIC AMENDMENT
BROAD HORIZONS, INC.

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Amended & Restated
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Florida Department of State

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 1999

BROAD HORIZONS, INC.
13800 S.W. 8TH ST.
#350
MIAMI, FL 33184

SUBJECT: BROAD HORIZONS, INC.
REF: P98000069393

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

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6906.

Darlene Connell
Corporate Specialist ✓

FAX Aud. #: H99000002993
Letter Number: 699A00005430

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BROAD HORIZONS, INC.,
a Florida corporation

The undersigned, the sole director of Broad Horizons, Inc. (the "Corporation"), pursuant to the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: BROAD HORIZONS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office address of the Corporation is:

5201 Blue Lagoon Drive, Penthouse 902
Miami, Florida 33126

The mailing address of the Corporation is:

13800 SW 8th Street, Box 350
Miami, Florida 33184

ARTICLE III

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Million (10,000,000) shares of Common Stock at \$.01 par value per share.

Prepared by:
Stephen P. Johnson, Esq.
Florida Bar No. 0136387
2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
(305) 854-5900

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FILED
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TALLAHASSEE, FLORIDA

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE V

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE VI

PREEMPTIVE RIGHTS

There shall be no preemptive rights granted to any shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of February 5, 1999.



Paul Alcazar, Director / President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for BROAD HORIZONS, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 
MICHAEL A. BERKE
Title: VICE PRESIDENT

CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF BROAD HORIZONS, INC.,
a Florida corporation

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), Broad Horizons, Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in form attached hereto:

1. The name of the corporation is: BROAD HORIZONS, INC.
2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, changing the Corporation's principal and mailing address, deleting the grant of preemptive rights and deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the shareholders and sole director of the Corporation on February 5, 1999.
3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Unanimous Written Consent of all of the Corporation's shareholders and directors dated February 5, 1999, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of February 5, 1999.

BROAD HORIZONS, INC., a Florida
corporation

By: 
Paul Alcazar, Director / President