

P98000075682
Metro FiberLink, Inc.

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

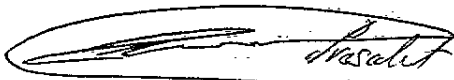
RE: Metro FiberLink, Inc.: P98000075682

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*****35.00 *****35.00

To Whom It May Concern:

Enclosed, please find the amended and restated certificate of incorporation, regarding the above corporation, and our check in the amount of \$35.00 for filing. Please file the said document and return confirmation to this office as soon as possible. If you should have any question, please feel free to call me.

Very truly yours,



Jeffrey A. Davis
President & Chief Operating Officer
Metro FiberLink, Inc.

FILED
01 JUN 19 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstaut
JUN 19 2004

600 West Hillsboro Blvd. * Suite 102 * Deerfield Beach, FL * 33441
Phone: 954-419-1375 * Fax: 954-360-7112

**LAW OFFICE OF
DREW M. LEVITT
2855 SOUTH CONGRESS AVENUE - SUITE B
DELRAY BEACH, FLORIDA 33445**

ADMITTED IN NEW YORK

**TELEPHONE
(561) 276-7322
Extension 227
TELEFAX
(561) 279-4448**

June 19, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

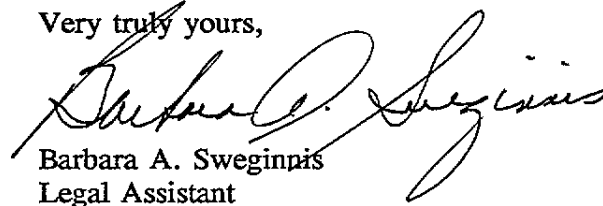
Re: Amended and Restated Certificate of Incorporation
of Metro FiberLink, Inc.

Dear Sir or Madam:

I am enclosing herewith Amended and Restated Certificate of Incorporation for filing, which was originally forwarded to the Division of Corporations in March, 2001 (with Metro FiberLink's check in the amount of \$35.00 which was retained by your office) and returned for not having a signature at the end of the document. Therefore, I am returning herewith the document which has been executed by the President/COO.

Thank you for your attention to this matter.

Very truly yours,


Barbara A. Sweginnis
Legal Assistant

/bas
Encs.

VIA FEDERAL EXPRESS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 23, 2001

JEFFREY A. DAVIS
METRO FIBERLINK, INC.
600 WEST HILLSBORO BLVD., SUITE 102
DEERFIELD BEACH, FL 33441

SUBJECT: METRO FIBERLINK, INC.
Ref. Number: P98000075682

We have received your document for METRO FIBERLINK, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 501A00017849

**Amended and Restated Certificate of Incorporation
of
Metro FiberLink, Inc.**

FILED
01 JUN 19 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Metro FiberLink, Inc. (the "Corporation") hereby adopts this Certificate of Incorporation pursuant to the provisions of the General Corporation Laws of the State of Florida.

Article I - Name

The name of the Corporation is **Metro FiberLink, Inc.**

Article II - Nature of Business

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of the State of Florida.

Article III - Registered Office/Agent

The registered office of the Corporation in the State of Florida is Drew M. Levitt, and the name of the registered agent at such address is:

Drew M. Levitt
2855 South Congress Ave., Suite B
Delray Beach, FL 33445

Article IV - Capital Stock

(a) **Authorized Shares.** The total number of shares of all classes which the Corporation has authority to issue is 54,000,000 shares, consisting of two classes of capital stock:

- (i) 50,000,000 shares of Common Stock, par value
\$.001 per share (the "Common Stock");
- (ii) 4,000,000 shares of Preferred Stock, par value
\$.01 per share (the "Preferred Stock").

(b) **Designations, Preferences, etc.** The designations, preferences, powers, qualifications, and special or relative rights, or privileges of the capital stock of the Corporation shall be as set forth in Article V and Article VI below.

Article V – Common Stock

(a) Common Stock.

(i) Identical Rights. Except as herein otherwise expressly provided in this Article V, all Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(b) Dividends.

(i) When, as, and if dividends in respect of the Common Stock are declared by the Corporation's Board of Directors, whether payable in cash, in property, or in securities of the Corporation, the holders of Common Stock shall be entitled to share equally in and to receive such dividends in accordance with the number of Common Stock held by each such holder.

(ii) Dividends payable under this Paragraph (b)(ii) shall be paid to the holders of record of the outstanding Common Stock as their names shall appear on the stock register of the Corporation on the record date fixed by the Board of Directors in advance of declaration and payment of each dividend. Any Common Stock issued as a dividend pursuant to this Paragraph (b)(ii) shall, when so issued, be duly authorized, validly issued, fully paid and non-assessable, and free of all liens and charges. The Corporation shall not issue fractions of Common Stock on payment of such dividend but shall issue a whole number of shares to such holder of Common Stock rounded up or down in the Corporation's sole discretion to the nearest whole number, without compensation to the stockholder whose fractional share has been rounded down or from any shareholder whose fractional share has been rounded up.

(c) Stock Splits. The Corporation shall not in any manner subdivide (by any stock split, reclassification, stock dividend, recapitalization, or otherwise) or combine the outstanding shares of one class of Common Stock unless the outstanding shares of all classes of Common Stock shall be proportionately subdivided or combined.

(d) Liquidation Rights. Upon any voluntary or involuntary liquidation, dissolution, or winding-up of the affairs of the Corporation, after payment shall have been made to holders of outstanding Preferred Stock, if any, of the full amount of which they are entitled pursuant to this Certificate of Incorporation, the Stock Purchase Agreement dated March 14, 2001 (the "Stockholders Agreement") for the purchase of Series A Convertible Preferred Stock by and between the Company, Jeffrey A. Davis, Andrew J. Transleau, HVA Limited Partnership, Fahri Diner and Sri Nathan and any resolutions that may be adopted from time to time by the Corporation's Board of Directors, in accordance with Article VI below (for the purpose of fixing the voting rights, designations, preferences, and relative, participating, optional, or other special rights of any series of Preferred Stock), the holders of Common Stock shall be entitled, to share ratably, in accordance with the number of Common Stock held by each such holder, in all remaining assets of the Corporation available for distribution among the holders of Common Stock, whether such assets are capital, surplus, or earnings.

Article VI – Preferred Stock

(a) Dividends.

(1) Series A Preferred Stock. Each share of Series A Preferred Stock shall be entitled to a cumulative eight percent (8%) annual dividend, which shall accrue on December 31 of each year commencing on December 31, 2001. Such dividends shall be paid out of funds of the Corporation legally available for such purpose, shall be paid only upon resolution passed by the Board of Directors of the Corporation.

(2) No dividends may be declared or paid on any shares of Common Stock (other than in shares of Common Stock) and no shares of Common Stock may be redeemed by the Corporation except for redemptions permitted pursuant to the Stockholders Agreement so long as any shares of Series A Preferred Stock remain issued and outstanding.

(b) Voting. Except as otherwise expressly provided herein or required by law, the Series A Preferred Stock shall vote together with the Common Stock of the Corporation as a single voting group on all actions to be taken by the stockholders of the Corporation. In such cases that the Series A Preferred Stock does not vote together with all other classes and series of stock of the Corporation as set forth in the foregoing sentence, the Series A Preferred Stock and the Common Stock shall each vote separately as a voting group. Each share of Series A Preferred Stock shall entitle the holder thereof to such number of votes per share on each such action as shall equal the number of shares of the Common Stock (including fractions of a share) into which each share of Series A Preferred Stock is then convertible. Except as otherwise required by applicable law, the holders of shares of the Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the stockholders of the Corporation.

(c) Liquidation.

(1) Series A Preferred Stock Distribution Preference. Subject to the provisions of applicable law, in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (collectively, a "Liquidating Event"), the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Common Stock, (including accrued and unpaid dividends), and any other series of Preferred Stock ranking junior to the Series A Preferred Stock as to distribution of assets in the event of the occurrence of a Liquidating Event by reason of their ownership thereof, an amount equal to (a) \$0.25 per share (subject to adjustment in the event of a stock dividend, stock split or reverse stock split) plus, (b) accumulated dividends (the "Series A Liquidation Preference") as of the date of such Liquidating Event. Written notice of any such Liquidating Event, stating a payment date, the place where such payment shall be made and the amount of each liquidating payment shall be given by first class mail, postage paid, not less than thirty (30) days prior to the payment date stated therein, to each holder

of record of Series A Preferred Stock at such holder's address as shown on the records of the Corporation. If upon the occurrence of such Liquidating Event, the assets and funds to be thus distributed among the holders of Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full amount due hereunder, then the holders of Series A Preferred Stock shall share ratably in any distribution of assets of the Corporation in proportion to the respective amounts which would otherwise be payable with respect to the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(2) Distribution of Remaining Assets. Any such assets of the Corporation remaining after the payments specified in subparagraph (c)(1) above have been made in full and after payment has been made in full on any other class or series of stock of the Corporation ranking junior to the Series A Preferred Stock but senior to the Common Stock as to distribution of assets shall be distributed with respect to the holders of the outstanding Common Stock and Series A Preferred Stock (each share of such Series A Preferred Stock shall be treated for purposes of this distribution as the number of shares of Common Stock into which such share could be converted) pro rata without regard to class.

(3) Merger, Reorganization, Sale of Assets. In the event of any acquisition of the Corporation by means of merger or other form or corporate reorganization in which outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary (other than a mere reincorporation transaction or one in which the holders of capital stock of the Corporation immediately prior to such merger or consolidation continue to hold at least a majority of the voting power of the surviving corporation) or a sale of all or substantially all the assets of the Corporation, then such merger, consolidation or asset sale shall be deemed to be a liquidation of the Corporation, and all consideration payable to the stockholders of the Corporation (in the case of a merger or consolidation), or all consideration payable to the Corporation together with all other available assets of the Corporation (in the case of an asset sale), shall be distributed to the holders of capital stock of the Corporation in accordance with subparagraph (c)(1) and (c)(2) above.

(4) Distribution of Property. For purposes of this paragraph (c), if any assets distributed to stockholders consist of property other than cash, the amount of such distribution shall be deemed to be the fair market value thereof at the time of such distribution, as determined in good faith by the Board of Directors of the Corporation.

(d) Conversion of Series A Preferred Stock into Common Stock. The shares of Series A Preferred Stock shall be convertible into shares of the Corporation's Common Stock as follows:

(1) Optional Conversion. Subject to and upon compliance with the provisions of this paragraph (d), the holder of any shares of Series A Preferred Stock shall have the right at such holder's option, at any time or from time to time, to convert all or any portion of such shares as such holders desire to convert into shares of Common Stock.

(2) Conversion Rate and Conversion Value. Each share of Series A Preferred Stock initially shall be convertible into one (1) share of the Corporation's Common Stock (the "Conversion Rate") based upon a conversion value per share of Preferred Stock equal to \$0.25 (the "Conversion Value"), which Conversion Rate and Conversion Value are subject to adjustment as hereinafter provided. Upon and following any adjustment to the Conversion Rate as hereinafter provided, each share of Series A Preferred Stock shall be convertible into that number of shares of Common Stock equal to the Conversion Rate in effect following such adjustment.

(3) Procedure for Conversion. In order to exercise the conversion privilege granted in subparagraph (d)(1) above, a holder of Series A Preferred Stock shall surrender the certificate or certificates representing the shares of the Series A Preferred Stock being converted to the Corporation at its principal offices, accompanied by written notice to the Corporation that such holder elects to convert the same. Such notice shall also state the number of shares to be converted and the name or names (with addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion are to be issued and, in the case of multiple certificates, the allocation of such to be converted shares of Series A Preferred Stock between or among such names persons. As promptly as practicable after the receipt of such notice and surrender of the certificate or certificates as aforesaid, the Corporation shall issue and deliver to such holder, or on its written order, to a third party designated by the holder as the proper and duly authorized recipient thereof, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of the Series A Preferred Stock, together with payment of the unpaid dividends on the shares of Series A Preferred Stock so converted, declared through the date of written notice of conversion, if any. Such conversion shall be deemed to have been effected at the close of business on the date on which such notice shall have been received by the Corporation and the shares of Series A Preferred Stock shall have been surrendered as aforesaid. No fractional shares of Common Stock shall be issued upon conversion of shares of Series A Preferred Stock and any portion of the Conversion Value thereof which would otherwise be convertible into a fractional share of Common Stock shall be paid in cash. Upon conversion of only a portion of the number of shares covered by a certificate representing shares of Series A Preferred Stock surrendered for conversion (in the case of conversion pursuant to subparagraph (d)(1)), the Corporation shall issue and deliver to or upon the written order of the holder of the certificate shall surrender for conversion, a new certificate covering the number of shares of Series A Preferred Stock representing the unconverted portion of the certificates so surrendered.

(4) Adjustment to Conversion Rate and Conversion Value. If any shares of the Series A Preferred Stock remain outstanding, then the Conversion Value and the Conversion Rate shall be adjusted in amount and number as provided below:

(a) If the Corporation shall declare any pay on shares of Common Stock a dividend payable in shares of Common Stock or shall split the then outstanding shares of Common Stock into a greater number of shares, the Conversion Rate in effect at the time of taking of a record for such dividend or at the time of such stock split, shall be proportionately increased and the Conversion Value then in effect shall be proportionately decreased, and conversely, if at any

time the Corporation shall contract or reduce the number of outstanding shares of Common Stock by combining such shares into a smaller number of shares, the Conversion Rate at the time of such action shall be proportionately decreased as of such time, and the Conversion Value then in effect shall be proportionately increased.

(5) Excluded Securities. Notwithstanding anything contained herein to the contrary, the provisions of subparagraph (d)(4)(a) shall not apply with respect to the issuance of the Excluded Securities as hereinafter defined. For the purposes hereof, "Excluded Securities" shall mean and include the following:

(i) Shares of Common Stock to be issued in connection with the exercise of options to be granted to employees, directors or consultants of the Corporation pursuant to the terms of a stock option plan or plans approved by the Corporation's Board of Directors (subject to appropriate adjustments in the event of stock dividends, stock splits or similar capital adjustments or recapitalizations) upon the vesting and subsequent exercise of such options together with any such shares that are repurchased by the Corporation and reissued to any such employees, directors or consultants pursuant to such plan or plans;

(ii) Shares of Common Stock issued upon conversion of Series A Preferred Stock;

(iii) Shares of Common Stock or Preferred Stock of the Corporation or any convertible securities, warrants or other rights to acquire Common Stock of the Corporation designated from time to time as Excluded Securities by a majority of the Series A Preferred;

(iv) Shares of Common Stock issued as a dividend or distribution on Series A Preferred Stock;

(v) Shares issued pursuant to a Board approved stock option, executive compensation plan or employee incentive plan; or

(vi) Shares of Common Stock issued by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that are "Excluded Securities" by reason of the foregoing clauses (ii), (iii) and (iv), (v) or this clause (vi).

(6) Notice of Adjustments.

(a) Whenever the Conversion Rate or the Conversion Value of any sub-series of Series A Preferred Stock shall be adjusted as provided in this paragraph (d), the Corporation shall as soon as practicable thereafter file at its principal office, a statement signed by its Chief Financial Officer, showing in reasonable detail the basis for such adjustment and the actual Conversion Rate and Conversion Value that shall be in effect after such adjustment and shall cause a

copy of such statement to be sent to the holders of the Series A Preferred Stock at their addresses appearing on the records of the Corporation.

(b) All shares of Common Stock which shall be issued from time to time upon conversion of the Series A Preferred Stock shall be duly and validly issued and fully paid and nonassessable.

(7) Mandatory Conversion into Common Stock

(a) Contemporaneously with the closing of an underwritten initial public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of shares of Voting Common Stock of the Corporation to the public resulting in gross proceeds to the Corporation of not less than \$25,000,000 and a price per share to the public of not less than \$0.50 (as appropriately adjusted in the event of stock splits, stock dividends or similar capital adjustments or recapitalizations)(the "Initial Public Offering"), each share of Series A Preferred Stock shall automatically be converted without any further action by the holder thereof into the number of shares of Common Stock then applicable to such share in accordance with the adjustment provisions of this paragraph (d) and, in addition, there shall be issuable to each holder of Series A Preferred Stock that additional number of shares of Common Stock as shall have a fair market value, determined by agreement of this Corporation and such holder, or, if they are unable to agree, by an independent appraiser appointed by the Corporation's Board of Directors (or, if higher, the mid-point of the preliminary range of values provided by the underwriter(s) selected by the Corporation to manage the sale of the Common Stock in the Initial Public Offering), equal to the holder's Series A Liquidation Preference.

(b) All holders of record of shares of Series A Preferred Stock will be given at least twenty (20) days' prior written notice of the date fixed and place designated for mandatory conversion of the Series A Preferred Stock, and the event which resulted in the mandatory conversion of the Series A Preferred Stock into Common Stock. Such notice shall be sent by first class mail, postage prepaid, to each holder of record of the Series A Preferred Stock at such holder's address as shown in the records of the Corporation. On or before the date so fixed for conversion, each holder of shares of the Series A Preferred Stock shall surrender its certificate or certificates for all such shares to the Corporation at the place designated in such notice and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled. The procedures for conversion set forth in subparagraph (d)(3) above and other provisions relating to conversion of Series A Preferred Stock into Common Stock set forth elsewhere herein shall apply to the mandatory conversion of the Series A Preferred Stock provided in this subparagraph (d)(7) except that for purposes of this subparagraph (d)(7), the conversion shall be deemed to have been affected on the date of the occurrence of the events specified in subparagraph (d)(7)(a) above.

(8) No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action (other than actions taken in good faith), avoid the observance or performance of any of the terms to be observed or performed hereunder the Corporation but will at all times in good faith assist in carrying out all the provisions of this paragraph (d) and in taking all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

(9) Reservation of Common Stock. The Corporation shall, at all times when any shares of Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the Series A Preferred Stock into Common Stock such number of its duly authorized shares of Series A Voting Common Stock as shall from time to time be sufficient to effect the conversion of the Series A Preferred Stock in accordance with the provisions of this paragraph (d).

(10) No Adjustment. Upon any voluntary conversion of the Series A Preferred Stock, no adjustment to the conversion rights shall be made for declared and unpaid dividends on such stock surrendered for conversion; provided, however, that this subparagraph (d)(10) shall not limit the right of the former holders of Series A Preferred Stock so converted to collect such declared and unpaid dividends.

(e) Redemption

(1) Optional Redemption of Series A Preferred Stock. On or after March 13, 2003, and provided that no Initial Public Offering of the Corporation's securities shall have occurred, the two thirds of the Series A Preferred shall have the right to require the Corporation to redeem the Series A Preferred Stock on the following terms:

(a) The redemption price (the "Series A Redemption Price") for each share of Series A Preferred Stock shall be the Series A Liquidation Preference.

(b) Notice of the redemption shall be in writing, executed by the Required Holders and delivered to the Corporation.

(c) The Corporation shall deliver to each holder of Series A Preferred Stock ("Series A Holder") a notice stating that the Corporation has been required to redeem such of the Series A Preferred Stock as the holders thereof shall desire to be redeemed. Within thirty (30) days following the delivery of such notice, each holder of Series A Preferred Stock who shall desire the Corporation to redeem such shares shall surrender the stock certificates representing its ownership of all such shares, together with its written demand for redemption.

(d) Upon receipt of each such stock certificate and demand for redemption, the Corporation shall deliver to each such Holder the Series A Redemption Price in immediately available funds; provided, however, to the extent the Corporation is unable to pay such amount to the Series A Holder because the payment would cause the Corporation to be in violation of any

applicable provision of corporate law or any other applicable law, or any contract, instrument or agreement to which the Corporation is a party and which was executed in connection with or evidences any debt of the Corporation, then the Corporation shall pay (pro rata to the Series A Holders, according to the aggregate Series A Redemption Price to be paid to each Series A Holder) the maximum amount that it is permitted to pay at the time and place specified in the Corporation's notice to the Series A Holder, and the balance shall be payable pursuant to the terms of a promissory note delivered by the Corporation to each Series A Holder (collectively, the "Series A Redemption Notes"). The Series A Redemption Notes shall provide for the payment of the aggregate Series A Redemption Price in eight equal quarterly installments, together with interest at the rate of 8%. The Series A Redemption Notes may be prepaid without penalty.

(f) Purchase Rights.

(1) Offer to Holders of Series A Preferred Stock. At any time prior to an Initial Public Offering, the Corporation shall not issue, sell or exchange, agree to issue, sell or exchange, or reserve or set aside for issuance, sale or exchange, (i) any shares of Common Stock, (ii) any other equity securities of the Corporation, including, without limitation, any securities convertible into or exercisable or exchangeable for Common Stock or such equity securities, or (iii) any option, warrant or other right to subscribe for, purchase or otherwise acquire any equity securities of the Corporation, other than Excluded Securities (as previously defined), unless in each case the Corporation shall have first offered in writing (the "Offer") to sell to each holder of Series A Preferred Stock (the "Offeree") such Offeree's Proportional Percentage (as hereinafter defined) of such securities (the "Offered Securities"), at a price and on such terms as the Offered Securities will be offered by the Corporation to any potential purchaser.

(2) Proportionate Percentage. "Proportionate Percentage" shall mean as to any holder of Series A Preferred Stock the percentage figure which expresses the ratio between (a) the number of shares of Common Stock then owned by the holder, plus all shares of Common Stock such holder would be entitled to receive upon the conversion of any other convertible securities, warrants or other rights to acquire Common Stock owned or held by such holder and (b) the aggregate number of shares of Common Stock then outstanding plus all shares of Common Stock, all holders of the Corporation's securities would be entitled to receive upon the conversion of any other convertible securities, warrants or other rights to acquire Common Stock.

Article VII – Indemnification

(a) No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director; provided, however, that the foregoing clause shall not apply to any liability of a Director (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. This Article shall not

eliminate or limit the liability of a Director for any act or omission occurring prior to the time this Article became effective.

(b) The Corporation shall indemnify and hold harmless any director or officer of the Corporation from and against any and all expenses and liabilities that may be imposed upon or incurred by him in connection with, or as a result of, any proceeding in which he may become involved, as a party or otherwise, by reason of the fact that he is or was such a director or officer of the Corporation or any subsidiary or parent of the Corporation, whether or not he continues to be such at the time such expense and liabilities shall have been imposed or incurred. It is the intention of this Article to provide indemnification to the fullest extent permitted by the laws of the State of Florida, as they may be amended from time to time.

Article VIII – Term of Existence

The Corporation is to have perpetual existence.

Article IX- Management

The following provisions relate to the management of the business and the conduct of the affairs of the Corporation and are inserted for the purpose of creating, defining, limiting, and regulating the powers of the Corporation and its directors and stockholders:

(a) The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors.

(b) The Board of Directors shall have the right to appoint an Executive Committee consisting of one or more directors which, in addition to any other powers which may be delegated to it by the Board, shall, if appointed, have the express power and authority to authorize the issuance of shares of any class of capital stock of the Corporation, including without limitation, the determination of the terms and conditions of any such issuance and all such other powers granted to the Board of Directors by law, by the Bylaws or by this Certificate of Incorporation in respect of the issuance of capital stock.

(c) The Corporation shall have no less than three (3) directors.

(d) The Board of Directors shall have the power to adopt, alter, amend and repeal the Bylaws of the Corporation, except to the extent that the Bylaws otherwise provide.

(e) All corporate powers and authority of the Corporation (except as at the time otherwise provided by statute, this Certificate of Incorporation, or the Bylaws) shall be vested in and exercised by the Board of Directors.

Article X – Officers and Directors

The Corporation shall have five (5) officers and four (4) Directors. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the Officers and Directors are:

Harold L. Van Arnem
2855 South Congress Ave, Suite B
Delray Beach, FL 33445

Chief Executive Officer
Chairman of the Board of Directors
Director

Jeffrey A. Davis
2855 South Congress Ave, Suite B
Delray Beach, FL 33445

President
Chief Operating Officer
Vice-Chairman of the Board of Directors
Director

Andrew J. Transleau
2855 South Congress Ave, Suite B
Delray Beach, FL 33445

Executive Vice President
Chief Financial Officer
Treasurer
Director

Fahri Diner
2855 South Congress Ave, Suite B
Delray Beach, FL 33445

Director

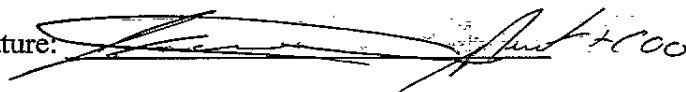
Drew M. Levitt
2855 South Congress Ave, Suite B
Delray Beach, FL 33445

General Council
Secretary

The above amended and restated articles of Incorporation were approved by the Shareholders. The number of votes cast to approve the amendment was sufficient for approval.

Signed This 15th Day of March, 2001

Signature:



Name: Jeffrey A. Davis

Title: President, Chief Operating Officer and Director