

998 3:22PM

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P98000079800

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FAX #:

FROM: TRIPP, SCOTT, CONKLIN & SMITH  
075350000065

ACCT#:

CONTACT: IRIS HAIBI

PHONE: (954) 525-7500

FAX #:

(954) 761-8475

NAME: THE REMORA GROUP, INC.

AUDIT NUMBER.....H98000023692

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 4

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PHONE: (954)525-7500  
(954)761-8475

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PHONE: (954)525-7500

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 28, 1998

THE REMORA GROUP, INC.  
320 S FLAMINGO ROAD STE 143  
PEMBROKE PINES, FL 33027

SUBJECT: THE REMORA GROUP, INC.  
REF: P98000079800

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

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Letter Number: 998A00060537



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 24, 1998

THE REMORA GROUP, INC.  
320 S FLAMINGO ROAD STE 143  
PEMBROKE PINES, FL 33027

SUBJECT: THE REMORA GROUP, INC.  
REF: P98000079800

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Kelley Shank FAX Aud. #: H98000023692  
EDP Quality Control/Scheduling Spec. Letter Number: 798A00060204





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 22, 1998

THE REMORA GROUP, INC.  
320 S FLAMINGO ROAD STE 143  
PEMBROKE PINES, FL 33027

SUBJECT: THE REMORA GROUP, INC.  
REF: P98000079800

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

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The original date of filing the Articles of Incorporation was on September 15, 1998. Please correct your document accordingly.

The date of adoption is incomplete.

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. #: H98000023692  
Letter Number: 898A00059988

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 21, 1998

THE REMORA GROUP, INC.  
320 S FLAMINGO ROAD STE 143  
PEMBROKE PINES, FL 33027

SUBJECT: THE REMORA GROUP, INC.  
REF: P98000079800

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The FAX audit number must be on the top and bottom of each page of the document.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes. Enclosed is copy of chapter 607.

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.

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

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000023692  
Letter Number: 898A00059720

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
THE REMORA GROUP, INC.**

H98000023692

The undersigned, as President of The Remora Group, Inc., a Florida corporation ("Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation which amend and restate the original articles of incorporation for the Corporation filed with the Florida Secretary of State on September 15, 1998 under Charter No. P98000079800:

NOW, THEREFORE, the Original Articles are hereby amended and restated as follows:

**ARTICLE I**

**NAME**

The name of this corporation shall be:

THE REMORA GROUP, INC.

**ARTICLE II**

**BUSINESS ADDRESS**

The principal place of business of this corporation shall be:

320 South Flamingo Road, Suite 143  
Pembroke Pines, FL 33027

**ARTICLE III**

**SHARES**

The corporation is authorized to issue ten thousand (10,000) shares of one cent (\$.01) par value Common Stock, which shall be designated "Common Shares".

Prepared by:  
Paul O. Lopez, Esq.  
Bar No.: 983314  
110 S.E. 6th Street  
Fort Lauderdale, FL 33301  
(954)525-7500

H98000023692

98 DEC 28 PM 4:28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV

H98000023692

REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office are:

Paul O. Lopez  
Tripp Scott  
110 S.E. 6th St., 15th Floor  
Ft. Lauderdale, Florida 33301

ARTICLE V

BOARD OF DIRECTORS

This corporation shall have at least one (1) and no more than three (3) directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the directors of the corporation are as follows:

Sandy Brantley-King      320 South Flamingo Road, Suite 143,  
Pembroke Pines, FL 33027

Ricardo Rubio              320 South Flamingo Road, Suite 143,  
Pembroke Pines, FL 33027

Jose Lopez                 320 South Flamingo Road, Suite 143,  
Pembroke Pines, FL 33027

H98000023692

Dec. 28. 1998 3:23PM

No. 3347 P. 5/6

H9800002369a

**ARTICLE VI  
INCORPORATORS**

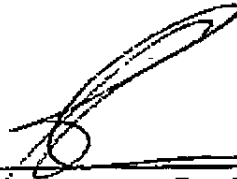
**The name and address of the Incorporator are:**

**Ricardo Rubio**

**320 South Flamingo Road, Suite 143,  
Pembroke Pines, FL 33027**

The amendments were approved by all the members of the Board of Directors and all the Shareholders of the Corporation at a meeting of the Board of Directors and a meeting of the Shareholders on December 11, 1998. The number of votes cast by the Shareholders in favor of the amendments was sufficient for approval.

Executed this 18 day of Dec 1998.



**Ricardo Rubio, President**

H9800002369a

H98000023692

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

The name of the corporation is: **THE REMORA GROUP, INC.**

The name and address of the registered agent and registered office are:

**Paul O. Lopez  
Tripp Scott  
110 S.E. 6th St., 15th Floor  
Ft. Lauderdale, Florida 33301**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my positions as registered agent.

  
\_\_\_\_\_  
Paul O. Lopez, Registered Agent

Dated: December 18, 1998

H98000023692