

P98000086586

ROSELLO KEENA & LORDI STUDIO, INC.
ARCHITECTURE INTERIORS CONSTRUCTION MANAGEMENT

November 18, 1998

Divisions of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-11/23/98-01087-002
*****45.00 *****45.00

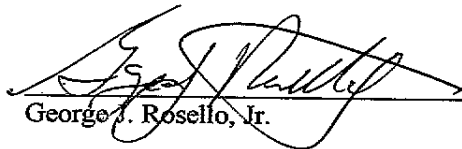
Re: P98000086586 (document number)

To whom this may concern,

Enclosed please find (2) signed amendments to Article of Incorporation along with a check for \$45.00 (\$35.00 processing fee & \$10.00 return fee). Please return (1) copy of both the Amendments and Articles of Incorporation, stamped by the state of Florida. A return fee of \$10.00 to return a copy of these documents is included within the \$45.00 check.

If you have any questions please call George J. Rosello at (305) 971-2313.

Thank You,


George J. Rosello, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM/Restated
KRF
12/8



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 7, 1998

GEORGE J. ROSELLO JR.
ROSELLO KEENA & LORDI
6811 SW 89TH STREET
MIAMI, FL 33173

SUBJECT: ROSELLO, KEENA & LORDI STUDIO, INC.
Ref. Number: P98000086586

We have received your document for ROSELLO, KEENA & LORDI STUDIO, INC. and your check(s) totaling \$45.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

If shareholder approval was not required, a statement to that effect must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 998A00057625

ROSELLO KEENA & LORDI STUDIO, INC.
ARCHITECTURE INTERIORS CONSTRUCTION MANAGEMENT

December 14, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re : Amended and Restated Articles of Incorporation

Subject : ROSELLO, KEENA & LORDI STUDIO, INC.

Ref. Number : P98000086586

Dear Karen Gibson,

As per your letter dated 12-7-98 (Enclosed herewith), I have made the corrections to the above referenced as required and enclose (2) two copies of both the amended and restated articles along with (2) two copies of the amendments as well.

Please return to me, one copy of these articles stamped filed as soon as possible.

Thankyou,



George J. Rosello
President / Director

enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

GEORGE J. ROSELLO JR.
ROSELLO KEENA & LORDI
6811 SW 89TH STREET
MIAMI, FL 33173

SUBJECT: ROSELLO, KEENA & LORDI STUDIO, INC.
Ref. Number: P98000086586

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- ① ✓ Please entitle your document Amended and Restated Articles of Incorporation. ✓
- ✓ If shareholder approval was not required, a statement to that effect must be contained in the document.
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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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 998A00057625

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ROSELLO, KEENA & LORDI STUDIO, INC.**

ARTICLE I

The name of the corporation is **Rosello, Keena & Lordi Studio, Inc.**

ARTICLE II

The address of the principal operating office
and the mailing address of the corporation is:

10705 S.W. 128th Terrace
Miami, Florida 33176

ARTICLE III
(amended)

The capital stock authorized, the par value thereof,
and the characteristics of such stock shall be as follows:

Number of Shares Authorized - 900
Par Value per Authorized Share - \$1.00
Class of Authorized Shares - Common

ARTICLE IV
(amended)

The purpose of the Corporation is to engage in the fields of architecture and construction management and any other activities permitted under the laws of the United States and the State of Florida.

ARTICLE V

The street address of the Corporation's initial registered office is
10705 S.W. 12th Terrace Miami, Florida 33176 and the name of
it's initial registered agent at such office is:

George J. Rosello, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
(amended)

The Board of Directors of the corporation shall consist of at least (1) director, with the exact number to be fixed from time to time in the manner provided in the corporation By-Laws. The number of director's constituting the initial Board of Directors shall be three (3) and the name and address of the Board Members who will serve as the Corporation's directors.

George J. Rosello, Jr. (President / Director)
10705 S.W. 128th Terrace
Miami, Fl. 33176

Lawrence A. Lordi (Vice President / Director)
341 Jacaranda Drive
Plantation, Fl. 33324

James T. Keena (Treasurer / Secretary / Director)
6811 S.W. 89th Ct.
Miami, Fl. 33173

ARTICLE VII


The name of the incorporator is George J. Rosello, Jr. and the address of the incorporator is 10705 S.W. 128th Terrace Miami, Florida 33176

ARTICLE VIII

This corporation shall indemnify and shall advance expenses on behalf of it's officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

Articles III, IV, and VI have been amended and adopted by the Board of Directors. The approval to amend these Articles do not require the approval of the shareholders.

IN WITNESS WHEREOF, the undersigned, being the Incorporator and Director named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Amended and Restated Articles this 14th day of December, 1998.

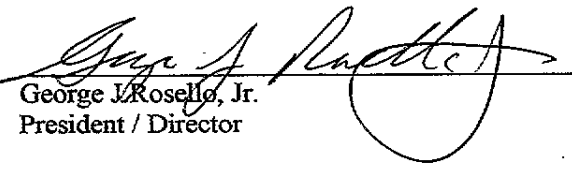

George J. Rosello, Jr.
President and Director

The date of adoption of the amendment was 12/14/98.

The amendment was adopted by the Board of Directors.

Rosello, Keena & Lordi Studio Inc.

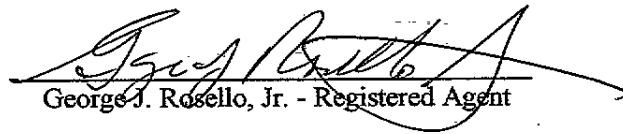
By:


George J. Rosello, Jr.
President / Director

Date: 12/14/98

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Rosello, Keena & Lordi Studio, Inc. hereby accepts such designation and is familiar with and accepts the obligations of such position, as provided in Florida Statutes Sec. 607.0505


George J. Rosello, Jr. - Registered Agent