

Division of Corporations

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P98000105154

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY **AZ4**
Account Number : I200000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JAN 26 AM 11:46

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BASIC AMENDMENT

ABI ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

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DIVISION OF CORPORATIONS

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Corporate Filing

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P98000105154
Amended
1-26-05

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

ABI ENTERPRISES, INC.

To the Department of State
State of Florida

FILED
05 JAN 26 AM 11:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is ABI Enterprises, Inc.
2. The text of the Restated Articles of Incorporation of the corporation, as amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains an amendment to the Articles of Incorporation of the corporation requiring shareholder approval.
2. To reflect the exchange and cancellation of all of the outstanding shares of Class A Voting Common Stock and Series B Nonvoting Common Stock for 1,000 shares of newly issued Common Stock, Article IV of the Articles of Incorporation of the corporation is hereby amended so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendment was January 25, 2005.
4. Only one voting group of shareholders was entitled to vote on the said amendment and restatement.
5. The number of votes cast for the said amendment and restatement by the said voting group of shareholders was sufficient for the approval thereof.

* * * * *

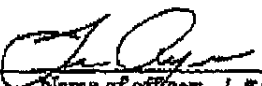
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FAX:850 558 1515

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NO. 0966 P. 3/5

Executed on January 25, 2005.

ABI ENTERPRISES, INC.

By: 
Name of officer: LES AYERS
Title of officer: PRESIDENT

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ABI ENTERPRISES, INC.**

ARTICLE I

Name

The name of this corporation shall be:

ABI Enterprises, Inc.

ARTICLE II

Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be:

500 S. Falkenburg Road
Tampa, Florida 33619

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

The total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares of Common Stock, par value one cent (\$0.01) per share.

ARTICLE V

The corporation is to have perpetual existence.

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ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE VII

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

ARTICLE VIII

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE VIII shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contain in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

Registered Office and Registered Agent

The name of this Corporation's registered agent at this Corporation's registered office, and the street address of such office, are as follows:

Mary E. Rutherford
1221 Brickell Avenue
Miami, FL 33131

This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Sent by: Greenberg Traurig CHI 1

312 456 8435 1;

01/25/05 4:08PM; ~~Inter~~ #128; Page 1/1**AHI ENTERPRISES, INC.****Acceptance of Appointment as Registered Agent**

The undersigned, Steven Antinori, having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Amended and Restated Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and the undersigned is familiar with and accepts the obligations of a registered agent imposed by the Florida Business Corporation Act.

DATED this 25th day of January, 2005.


~~Steven Antinori~~ Mary E. Rutherford