

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

File 2nd

**P98000105331**

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 8.26.99

600002971036--9  
-08/26/99--01060--021  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

REF. #: 0262.8065

CORP. NAME: LAI Worldwide, Inc

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                            | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                |   |  |

STATE FEES PREPAID WITH CHECK# 5750 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- ☒ CERTIFIED COPY      ☐ CERTIFICATE OF GOOD STANDING      ☐ PLAIN STAMPED COPY

Examiner's Initials

Amended  
Restated  
Art.  
**G. PAYNE** AUG 26 1999

FILED  
99 AUG 26 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
LAI WORLDWIDE, INC.**

**FILED  
99 AUG 26 PM 12: 29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**LAI WORLDWIDE, INC.**, a corporation organized and existing under the laws of State of Florida (this "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of this Corporation is LAI Worldwide, Inc.
2. The Articles of Incorporation of this Corporation are hereby amended and restated by deleting the Articles of Incorporation of this Corporation in their entirety and replacing such Articles of Incorporation with the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.
3. The amendments to the Articles of Incorporation of this Corporation set forth in such Amended and Restated Articles of Incorporation attached hereto (the "Amendments") were approved by the stockholders of this Corporation at a meeting thereof duly called and held on August 26, 1999, at which the number of votes cast for the Amendments by the stockholders was sufficient for their approval. In addition, the Amendments were unanimously approved and adopted by the directors of this Corporation at a meeting thereof duly called and held on March 10, 1999.
4. These Articles of Restatement and the Amendments do not provide for an exchange, reclassification or cancellation of issued shares.
5. These Articles of Restatement, the Amendments and the Amended and Restated Articles of Incorporation attached hereto shall become effective when they are filed with the Department of State, State of Florida, and all necessary taxes and fees are paid with respect thereto.

IN WITNESS WHEREOF, the undersigned duly authorized officer of this Corporation has executed these Articles of Restatement of the Articles of Incorporation of LAI Worldwide, Inc. this 26th day of August, 1999.

LAI WORLDWIDE, INC.

By: \_\_\_\_\_

Andrew J. McKelvey, President

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LAI WORLDWIDE, INC.**

**FILED  
99 AUG 26 PM 12: 29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

FIRST: The corporate name for the corporation (hereinafter referred to as the "Corporation") is LAI Worldwide, Inc.

SECOND: The street address of the principal office of the Corporation is 1633 Broadway, 33rd Floor, New York, New York 10019.

The mailing address of the Corporation is 1633 Broadway, 33rd Floor, New York, New York 10019.

THIRD: The number of shares that the Corporation is authorized to issue is 100, all of which are of a par value of \$.01 dollars each and are of the same class and are Common Shares.

FOURTH: The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Gregg J. Berman	c/o Fulbright & Jaworski L.L.P. 666 Fifth Avenue New York, NY 10103

FIFTH: The number of directors constituting the Board of Directors shall be one (1) and the name and address of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of Florida, shall hold office for the first year of this corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Andrew J. McKelvey	c/o TMP Worldwide Inc. 1633 Broadway, 33rd Floor New York, NY 10019

SIXTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations under the Florida Business Corporation Act, whether granted by specific authority or by construction of law.

SEVENTH: The duration of the Corporation shall be perpetual.

**EIGHTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**IN WITNESS WHEREOF, LAI WORLDWIDE, INC.** has caused these Amended and Restated Articles of Incorporation to be executed and acknowledged by its undersigned duly authorized officer effective this 26th day of August, 1999.

LAI WORLDWIDE, INC.

By: 

\_\_\_\_\_  
Andrew J. McKelvey, President