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BASIC AMENDMENT

ALL-STATE PRODUCTS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
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*Amended & Restated
Art.*

04/27/05

APR 27 2005 10:18 AM FR HOLLAND & KNIGHT

TO 27455#888060#1#9 P.02

FAX AUDIT NO. H05000105288 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALL-STATE PRODUCTS, INC.**

In accordance with Section 607.1007 of the Florida Statutes, the Articles of Incorporation of ALL-STATE PRODUCTS, INC., a Florida corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation shall be: ALL-STATE PRODUCTS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of the Corporation shall be 7675 NW 66th Street, Suite A, Miami, Florida 33166.

ARTICLE III. CAPITAL STOCK

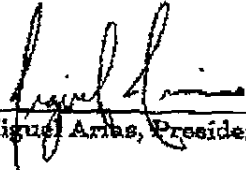
The number of shares of stock that the Corporation is authorized to issue is 1,000 shares of common stock, \$0.01 par value per share.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the current registered office of the Corporation is 7675 NW 66th Street, Suite A, Miami, Florida 33166, and the name of the Corporation's registered agent at that address is Miguel Arias. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The board of directors of the Corporation recommended by unanimous written consent dated April 21, 2005 that the shareholders adopt the foregoing Amended and Restated Articles of Incorporation, and the shareholders approved the foregoing Amended and Restated Articles of Incorporation by written consent of the shareholders of the Corporation dated April 21, 2005.

ALL-STATE PRODUCTS, INC.

By: 
Miguel Arias, President

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APR 27 2005 10:18 AM FR HOLLAND & KNIGHT

TO 27455#888060#1#9 P.03

FAX AUDIT NO. H05000105288 3

ACCEPTANCE OF REGISTERED AGENT

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 obligations of my position as Registered Agent.



Name: Miguel Arias

**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALL-STATE PRODUCTS, INC.**

The undersigned, Miguel Arias, President of ALL-STATE PRODUCTS, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The amendment and restatement of the Corporation's Articles of Incorporation as attached hereto requires shareholder approval.
2. The board of directors of the Corporation recommended by unanimous written consent dated April 21, 2005, that the shareholders of the Corporation approve, and the shareholders approved by written consent dated April 21, 2005, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes, the number of votes cast for the amendment and restatement by the shareholders being sufficient for such approval.
3. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Florida Department of State for filing in accordance with Section 607.1007, Florida Statutes.

ALL-STATE PRODUCTS, INC.

By: 
Miguel Arias, President

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