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February 29, 2000

Florida Department of State
Division of Corporations
Attn: Amendments
P.O. Box 6327
Tallahassee, FL 32314

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-03/02/00--01093--014
*****35.00 *****35.00

RE: Zaher Investment Group, Inc. Amendment to Articles of Incorporation

To Whom it May Concern:

Enclosed please find for filing the original Articles of Amendment to the Articles of Incorporation for Zaher Investment Group, Inc, in addition to a check for filing in the amount of \$35.00.

I have enclosed an additional copy of the Amendment. Please time stamp it, and return in the enclosed self-addressed envelope. As Registered Agent for the Corporation, please also see that my address is changed to reflect my new office address above.

If you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Kraig H. Koach

Kraig H. Koach

KHK/mab
Enclosures

FILED
00 MAR -2 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amended +
Restated
Art.*

S. PAYNE MAR 13 2000

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ZAHER INVESTMENT GROUP, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be ZAHER INVESTMENT GROUP, INC. The principal place of business of this corporation shall be as follows:

Corporate Address:

3527 Brookline Drive
Sarasota, Florida 34239

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to engage in import and export, develop real property, and to transact any and all business.

ARTICLE IV

POWERS

The corporation shall have power:

- (A) To have perpetual succession by its corporate name.
- (B) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (C) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (D) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (E) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (F) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (G) To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and eal in and with, shares or

other interests in, or obligations or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

- (H) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (I) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (J) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without this state.
- (K) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (L) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.
- (M) To make donations for the public welfare or for charitable scientific or educational purposes.
- (N) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

- (O) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of the directors, officers, and employees of its subsidiaries.
- (P) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (Q) To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 10,000 shares, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE VI

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

Kraig H. Koach, Esquire
KRAIG H. KOACH, P.A.
434 S. Washington Blvd.
Sarasota, Florida 34236

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have a Board of Directors of six (6) directors initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and addresses of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address

SARWAT ZAHER	3527 Brookline Drive Sarasota, Florida 34239
FAYEZ ZAHER	3527 Brookline Drive Sarasota, Florida 34239
ORIGINEOUS ZAHER	3527 Brookline Drive Sarasota, Florida 34239
EMAN TALAAT	3527 Brookline Drive Sarasota, Florida 34239
ULANDA MORCOS	3527 Brookline Drive Sarasota, Florida 34239
MARCEL ARMANIOS	3527 Brookline Drive Sarasota, Florida 34239

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Name and street address

SARWAT ZAHER
3527 Brookline Drive
Sarasota, Florida 34239

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ZAHER INVESTMENT GROUP, INC.

1. The Articles of Incorporation of **ZAHER INVESTMENT GROUP, INC.**, a Florida corporation, are hereby amended and restated in their entirety to read as set forth in Exhibit "A" attached hereto.

2. The foregoing amendment was adopted by all of the shareholders of this Corporation on the 22 day of February, 2000.

ZAHER INVESTMENT GROUP, INC.

By: S. Zaher
SARWAT ZAHER, President

And: Ulanda Morcos
ULANDA MORCOS, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared **SARWAT ZAHER** as President and **ULANDA MORCOS**, as Secretary of **ZAHER INVESTMENT GROUP, INC.**, known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed those Articles of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of February, 2000.

Kraig H Koach
Notary Public



KRAIG H KOACH
My Commission CC557497
Expires May. 27, 2000