

CATLIN SAXON TUTTLE EVANS FINK & KOLSKI, P.A.

1700 ALFRED I. DUPONT BUILDING
169 EAST FLAGLER STREET
MIAMI, FLORIDA 33131-1298

FAX (305) 371-8011

(305) 371-9575

517960

July 28, 2000

FILED

00 JUL 31 PM 3:41

TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 Gaines St.
Tallahassee, Florida 32399

Via Federal Express

500003341085--8
-07/31/00--01131--020
*****35.00 *****35.00

Re: Restated Articles of Incorporation of The Nixon Group, Inc.

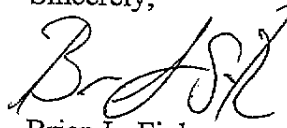
Dear Sir or Madam:

Enclosed for filing please find Restated Articles of Incorporation of The Nixon Group, Inc. please file these in the records of your office. Also, enclosed please find our firm's check number 12349 in the sum of \$35.00 to cover the filing fee for same.

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to contact me.

Restate
8-3-00
BLS

Sincerely,


Brian L. Fink

BLF/enp
Enclosures

RESTATED ARTICLES OF INCORPORATION
OF
THE NIXON GROUP, INC.

FILED
00 JUL 31 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 607.1007 of the Florida Statutes, DAVID P. NIXON, Chairman of THE NIXON GROUP, INC. hereby certifies that the Articles of Incorporation of THE NIXON GROUP, INC. are hereby restated in their entirety as follows:

ARTICLE I - NAME

The name of the corporation shall be:

THE NIXON GROUP, INC.

ARTICLE II - MANAGEMENT BY DIRECTORS

All corporate power which is not reserved to the shareholders by law or otherwise shall be exercised exclusively by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one, nor more than nine, members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors on behalf of the corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: a Chairman, a Treasurer, and a Secretary, and as many Vice-Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders or the Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

Until the shareholders elect directors and same have been duly qualified, the business of the corporation shall be managed by an initial Board of Directors consisting of:

DAVID P. NIXON

ARTICLE V - INITIAL OFFICERS

Until the Board of Directors elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

Chief Executive Officer	DAVID P. NIXON
Vice President	ROBERT ANDERSON
Vice President	CHRIS SHARDLOW
Vice President	LISA MOZLOON
Secretary/Treasurer	DAVID P. NIXON

ARTICLE VI - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 150,000 shares, each of the par value of One Cent (\$.01) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Board of Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the Board of Directors shall determine.

ARTICLE IX - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).

ARTICLE X – DENIAL OF PRE-EMPTIVE RIGHTS

No Shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

ARTICLE XI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at 2800 Biscayne Blvd., 6th Floor, Miami, Florida 33137. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its directors may from time to time authorize.

ARTICLE XII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other power as it may possess as a matter of law, all without limitation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including but not limited to indemnification for counsel fees.

ARTICLE XIV - INITIAL REGISTERED AGENT AND OFFICE

The registered agent and the street address of the registered office of this corporation are:

Brian L. Fink, Esq.
1700 Alfred I. duPont Building
169 East Flagler Street
Miami, Florida 33131

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

I hereby certify that the foregoing was adopted by a majority vote of the Shareholders and Directors of the corporation on January 1, 1999 and that the number of votes cast was sufficient for approval.

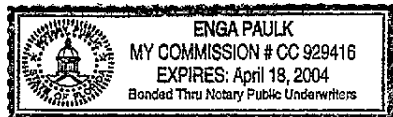
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of July, 2000.

 (SEAL)
DAVID P. NIXON, Chairman

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DAVID P. NIXON, (to me well known) or who produced _____ as identification and known to me to be the individual described in and who executed the foregoing Restated Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 28th day of July 2000.



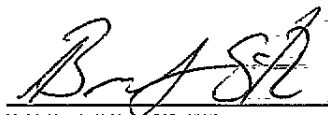
Enga Paulk
Print Name:
Notary Public, State of Florida

My Commission expires:

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIV of the foregoing Articles of Incorporation, I hereby agree to

act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

A handwritten signature in black ink, appearing to read "Brian L. Fink", written over a horizontal line.

BRIAN L. FINK
Registered Agent