

FEB-13-1997

V 62595

P.01/11

10:07 AM EMPIRE CORPORATE KIT

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000002620 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AFFILIATED NETWORKS, INC.

AUDIT NUMBER.....H97000002620

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 6

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:03:01

FILED
FEB 13 PM 1:11

*Carroll - dir
Linder*

FILED
97 FEB 13 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB-12-1997 13:04

EMPIRE CORPORATE KIT

P.19/29

S

12:25 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000002541 5))

TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
 CONTACT: RAY STORMONT
 PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: AFFILIATED NETWORKS, INC.
 AUDIT NUMBER.....~~H97000002541~~ *Abandoned*
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
 CERT. OF STATUS..0 PAGES..... 6
 CERT. COPIES.....1 DEL.METHOD.. FAX
 EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:09:41

Christy

502W917-3517

*RECEIVED
CORPORATE KIT
FEB 12 1997*

005267, 00563

*Please change
the document
type to Basic
Amendment.*

2/12/97

February 12, 1997

AFFILIATED NETWORKS, INC.
2701 S BAYSHORE DRIVE
SUITE 403
COCONUT GROVE, FL 33133US

SUBJECT: AFFILIATED NETWORKS, INC.
REF: V62595

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please change your document type to basic amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000002541
Letter Number: 397A00007561

H 9700 0002 620

RESTATED ARTICLES OF INCORPORATION
OF
AFFILIATED NETWORKS, INC. #V62595

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, AFFILIATED NETWORKS, INC., submits this, its Restated Articles of Incorporation, and in compliance with Section 607.1007, the undersigned Corporation states as follows:

1. The name of the corporation is AFFILIATED NETWORKS, INC.
2. The text of the Amended and Restated Articles of Incorporation

adopted is as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AFFILIATED NETWORKS, INC.

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is AFFILIATED NETWORKS, INC. and its principal place of business is The Coconut Grove Bank Building, Suite 403, 2701 South

Michael B. Walker, Esquire
Florida Bar No. 0278912
Wampler, Buchanan & Breen, P.A.
900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131
Telephone: (305) 577-0044
Facsimile: (305) 577-4540

H 9700 0002 620

FILED
97 FEB 13 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 07000002620

Bayshore Drive, Coconut Grove, Florida 33133.

ARTICLE II

DURATION: This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be 25,000,000 Shares of Common Stock of One Cent (\$.01) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no pre-emptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The registered agent of this Corporation and his address are as follows: David A. Schwedel, The Coconut Grove Bank Building, Suite 403, 2701 South Bayshore Drive, Coconut Grove, Florida 33133.

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this Corporation shall not be less than two (2) nor

H 07000002620

H 9700 00 02 62 0

more than eleven (11). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than two (2).

2. The name and address of the Directors as of the date hereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David A. Schwedel	The Coconut Grove Bank Building Suite 403 2701 South Bayshore Drive Coconut Grove, Florida 33133
Roger A. Trombino	The Coconut Grove Bank Building Suite 403 2701 South Bayshore Drive Coconut Grove, Florida 33133
Christian Kolster	The Coconut Grove Bank Building Suite 403 2701 South Bayshore Drive Coconut Grove, Florida 33133
Renee H. Schwedel	1581 Brickell Avenue Number 1505 Miami, Florida 33131

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation are as follows: David A. Schwedel, The Coconut Grove Bank Building, Suite 403, 2701 South Bayshore Drive, Coconut Grove, Florida 33133.

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing,

H 9700 00 02 62 0

H 9700 000 2620

limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.
4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

H 9700 000 2620


FEB-13-1997 11:10

EMPIRE CORPORATE KIT

P.06/11

H 97000002620

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Amended and Restated Articles of Incorporation at Coconut Grove, Dade County, Florida, for the uses and purposes aforesaid, this 21 day of January 1997.



DAVID A. SCHWEDEL
Incorporator

The foregoing Amended and Restated Articles of Incorporation restates and integrates and amends the provisions of the Corporation's Articles of Incorporation as theretofore amended.

AFFILIATED NETWORKS, INC.

BY 

SECRETARY

CLIENTS13609RSTAD110

H 97000002620

H 07000002620

CERTIFICATE

In accordance with Section 602.1007(4) of the Florida Business Corporation Act, it is hereby certified that the Board of Directors of AFFILIATED NETWORKS, INC. adopted the Amended and Restated Articles of Incorporation, and the Amended and Restated Articles of Incorporation were approved in their entirety by the shareholders. In accordance with the preceding, AFFILIATED NETWORKS, INC. sets forth the following:

1. The name of the corporation is AFFILIATED NETWORKS, INC.
2. On a resolution duly adopted by its Board of Directors, and also pursuant to a vote taken by a majority of the shareholders of the corporation, the following Amended and Restated Articles of Incorporation were adopted:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AFFILIATED NETWORKS, INC.**

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is AFFILIATED NETWORKS, INC. and its principal place of business is The Coconut Grove Bank Building, Suite 403, 2701 South Bayshore Drive, Coconut Grove, Florida 33133.

H 07000002620

FILED
 97 FEB 13 PM 4:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H 9700 000 2 620

ARTICLE II

DURATION: This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be 25,000,000 Shares of Common Stock of One Cent (\$.01) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no pre-emptive rights granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The registered agent of this Corporation and his address are as follows: David A. Schwedel, The Coconut Grove Bank Building, Suite 403, 2701 South Bayshore Drive, Coconut Grove, Florida 33133.

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this Corporation shall not be less than two (2) nor more than eleven (11). The By-Laws may provide for the increase or decrease in the

H 9700 000 2 620

H 87000002620

number thereof, provided that the number of Directors, from time to time, shall never be less than two (2).

2. The names and addresses of the Directors as of the date hereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David A. Schwedel	The Coconut Grove Bank Building Suite 403 2701 South Bayshore Drive Coconut Grove, Florida 33133
Roger A. Trombino	The Coconut Grove Bank Building Suite 403 2701 South Bayshore Drive Coconut Grove, Florida 33133
Christian Kolater	The Coconut Grove Bank Building Suite 403 2701 South Bayshore Drive Coconut Grove, Florida 33133
Renee H. Schwedel	1581 Brickell Avenue Number 1606 Miami, Florida 33131

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation are as follows: David A. Schwedel, The Coconut Grove Bank Building, Suite 403, 2701 South Bayshore Drive, Coconut Grove, Florida 33133.

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing,

H 8700 0002620

H 2700 0002 020

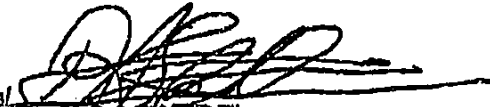
limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.
4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

H 2700 0002 620

H 0700 000 2620

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Amended and Restated Articles of Incorporation at Coconut Grove, Dade County, Florida, for the uses and purposes aforesaid this 21 day of January 1997.

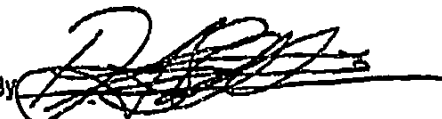
(s) 
DAVID A. SCHWEDEL
Incorporator

3. The Amended and Restated Articles of Incorporation were adopted in their entirety on the 21st day of January, 1997.

4. The Amended and Restated Articles of Incorporation were duly approved by a sufficient number of shareholders entitled to vote in accordance with Section 607.1003.

Dated: January 21, 1997.

AFFILIATED NETWORKS, INC.

By 
SECRETARY

F:\CLIENTS\3000\RBTA0.DRT

H 0700 000 2620