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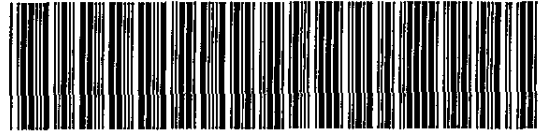
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SECRETARY OF STATE
DIVISION OF CORPORATIONS AND BUSINESSES

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T. Lewis 1/10/04*

GREER, HERZ & ADAMS, L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ATTORNEYS AT LAW

ONE MOODY PLAZA, 18TH FLOOR
GALVESTON, TEXAS 77550-7998
FAX (409) 766-6424

SEAN A. MONTICELLO
(409) 797-3247
(409) 621-3247 (FAX)
smonticello@greerherz.com
Galveston Office

(409) 797-3200
(281) 480-5278 (HOUSTON)
www.greerherz.com

BAY AREA HOUSTON OFFICE:
2525 SOUTH SHORE BLVD., SUITE 203
LEAGUE CITY, TEXAS 77573
FAX (281) 538-3791

January 7, 2003

Via Airborne Express

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Articles of Amendment and Restatement
Document No. 287814

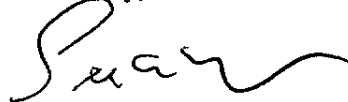
Dear Madam or Sir:

Enclosed please find Amended and Restated Articles of Incorporation of Securities Management & Research, Inc., a Florida profit corporation. The amendments contained in such Articles do not change the name of the corporation or its registered office/agent. The amendments simplify the provisions of the original Articles, which were filed in 1964.

Enclosed is our firm's check in the amount of \$52.50 payable to the Department of State for the filing fee and two certified copies. Two additional copies of the Articles are enclosed. Please return the certified copies to me at the address above. Please call me if you have any questions about this matter, or if you require anything further.

Thank you for your prompt attention to this matter.

Sincerely,



Sean A. Monticello

SAM/ 127783
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SECURITIES MANAGEMENT AND RESEARCH, INC.
DOCUMENT NO. 287814**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, Securities Management and Research, Inc. desires to amend and restate its Articles of Incorporation by adopting the following Amended and Restated Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be "Securities Management and Research, Inc." (hereinafter, the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of the Corporation, and its mailing address, is 2450 South Shore Blvd., Suite 400, League City, Texas 77573.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

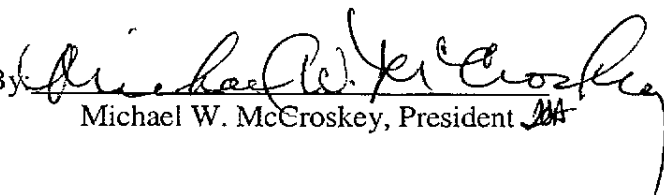
The Corporation is authorized to issue One Million (1,000,000) shares of capital stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. REGISTERED AGENT

The address of the Corporation's registered agent in the State of Florida is 1200 S. Pine Island Road, Plantation, Florida 33324, and the registered agent at such address is CT Corporation System.

The date of adoption of the foregoing Amended and Restated Articles of Incorporation was December 31, 2003. The amendments were approved by the sole shareholder of the Corporation.

Signed this the 31st day of December, 2003.

By 
Michael W. McCroskey, President