

600277

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January 24, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

RICHMAN GREER WEIL BRUMBAUGH MIRABITO AND CHRISTENSEN,  
MIAMI CENTER  
201 S. BISCAYNE BLVD., 10 FLOOR  
MIAMI, FL 33131US

SUBJECT: RICHMAN GREER WEIL BRUMBAUGH MIRABITO AND CHRISTENSEN,  
PROFESSIONAL ASSOCIATION  
REF: 600277

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**ARTICLES OF RESTATEMENT AND AMENDMENT  
OF  
RICHMAN GREER WEIL BRUMBAUGH MIRABITO AND CHRISTENSEN,  
PROFESSIONAL ASSOCIATION**

1. The name of the corporation is Richman Greer Weil Brumbaugh Mirabito and Christensen, Professional Association (hereinafter referred to as the "Firm").
2. Set forth below is the text of the Amended and Restated Articles of Incorporation for the Firm.

**ARTICLE I**  
**NAME**

The name of the Firm shall be Richman Greer, Professional Association.

**ARTICLE II**  
**ADDRESS**

The mailing address of the Firm is:

Miami Center  
201 S. Biscayne Boulevard, Suite 1000  
Miami, Florida 33131

**ARTICLE III**  
**PURPOSE**

The Firm is organized for the purpose of engaging in the business of rendering professional legal services in the State of Florida by and through the Firm's officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation), Florida Statutes, who are duly licensed or otherwise legally authorized to practice law in the State of Florida, and for the transaction of any and all other lawful business that the Firm may engage in under Chapters 621 and/or 607, Florida Statutes, as may be amended from time to time.

**ARTICLE IV**  
**CAPITAL STOCK**

The Firm is authorized to issue One Thousand (1000) shares of Common Stock having a par value of Ten Dollars (\$10.00) per share.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Firm is Miami Center, 201 South Biscayne Boulevard, Suite 1000, Miami, Florida, 33131, and the name of the Registered Agent of the Firm at that address is John M. Brumbaugh.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The directors shall be the shareholders of the Firm and shall be selected as determined in accordance with the Bylaws of the Firm.

**ARTICLE VII**  
**LIMITATION ON OWNERSHIP OF STOCK**

No stock of this Firm shall be issued to anyone other than an individual who is an attorney duly licensed to practice law in the State of Florida.

**ARTICLE VIII**  
**DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE**

If any officer, shareholder, agent or employee of this Firm, who has been rendering professional legal services to the public, becomes legally disqualified to practice law in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering of such professional legal services, such person shall immediately sever all employment with, and financial interest in, this Firm.

**ARTICLE IX**  
**AMENDMENTS TO ARTICLES OF RESTATEMENT**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

**ARTICLE X**  
**AMENDMENTS TO BYLAWS**

The power to amend the Bylaws of the Firm shall be reserved to the shareholders.

3. Attached hereto as Exhibit "A" is the information required to be submitted pursuant to Section 607.1007(4), Florida Statutes.

4. The foregoing duly adopted Articles of Restatement and Amendment shall supersede and replace the original Articles of Incorporation and any and all amendments thereto.

IN WITNESS WHEREOF, the undersigned, as President of the Firm, has executed these Articles of Restatement and Amendment as of the 1<sup>st</sup> day of January, 2007.

**RICHMAN GREER, PROFESSIONAL  
ASSOCIATION**

By:   
**GERALD F. RICHMAN**  
**PRESIDENT**

**EXHIBIT A  
TO  
ARTICLES OF RESTATEMENT AND AMENDMENT  
OF  
RICHMAN GREER WEIL BRUMBAUGH MIRABITO AND CHRISTENSEN,  
PROFESSIONAL ASSOCIATION**

1. The Articles of Restatement and Amendment contain amendments to the Articles of Incorporation which require shareholder approval. The amendments contained in the Articles of Restatement and Amendment have been adopted by all of the Shareholders and Directors of the Firm as of the 1<sup>st</sup> day of January, 2007.


2. There is only one voting group entitled to vote on the foregoing amendments. The number of votes cast for said amendments by said voting group was sufficient for approval by that voting group.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

**RICHMAN GREER WEIL BRUMBAUGH MIRABITO AND CHRISTENSEN,  
PROFESSIONAL ASSOCIATION**

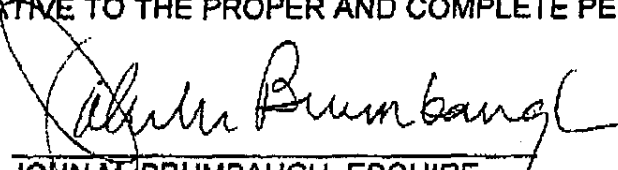
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT MIAMI-DADE COUNTY, FLORIDA  
HAS NAMED JOHN M. BRUMBAUGH, ESQUIRE, 201 S. BISCAYNE BOULEVARD,  
SUITE 1000, MIAMI, FLORIDA, 33131, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
JOHN M. BRUMBAUGH, SECRETARY

DATE January 1, 2007

TITLE Subscriber to Articles of  
Incorporation

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS WITH THE  
ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I, JOHN M. BRUMBAUGH, ESQUIRE, HEREBY AGREE TO ACT IN  
THAT CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE  
OF MY DUTIES.

  
JOHN M. BRUMBAUGH, ESQUIRE  
DATE January 1, 2007