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BUSH | ROSS
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FAX COVER SHEET

DATE: 10/28/2011

TO: NAME: FL Division of Corporations

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FIRM NAME: re Amendments/Corrections

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PAGES (Including Cover) 7

FROM: Brenda K. Holland, Paralegal

Client/Matter 007330-00000

Comments: Amended & Restated Art. of Inc. - Bush Ross, P.A. (for filing)

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October 28, 2011

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ARTICLES OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BUSH ROSS, P.A.

BUSH ROSS, P.A., a Florida professional service corporation (the "Corporation") does hereby certify as follows:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on December 30, 1986, and its document number with the State of Florida is J49812.
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety to read as follows:

"ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation is BUSH ROSS, P.A. (the "Corporation"). The Corporation's principal office is 1801 N. Highland Ave., Tampa, Florida 33602 and mailing address is P.O. Box 3913, Tampa, Florida 33601-3913.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

The effective date for this Corporation shall be December 30, 1986.

ARTICLE III
GENERAL NATURE OF BUSINESS

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares. Of such shares, 500 shares shall be shares of Class A common stock, each with a par value of \$.01 (the "Class A Stock") and 500 shares shall be shares of Class B common stock, each with a par value of \$.01 (the "Class B Stock"). Each share of issued and outstanding Class A Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the Corporation upon liquidation or dissolution, ratably based upon the balance of the Capital Account (as defined below) attributable to such Class A Stock. The term "Capital Account" means, with respect to any holder of Class A Stock, the Initial Capital Contribution (as defined below) made by such holder of Class A Stock: (a) decreased by the amount of any cash and the fair market value of any property distributed to such holder as a return of capital on account of such Class A Stock; and (b) increased by the amount of any cash and the fair market value of any property contributed by such holder as additional capital after the Initial Capital Contribution on account of such Class A Stock. The term "Initial Capital Contribution" means, with respect to each share of Class A Stock, the amount of cash and the fair market value of any property that such holder contributed to the Corporation to receive his or her Class A Stock. Each share of issued and outstanding Class B Stock shall entitle the holder thereof to limited voting rights and a limited right to participate in all shareholder meetings, all as specified, from time to time, in the Bylaws of the Corporation. Class B Stock shall not entitle the holder thereof to share in any dividends and other distributions declared and paid with respect to the Corporation's capital stock or in the net assets of the Corporation upon liquidation or dissolution. No individual may hold more than one (1) share of capital stock of the Corporation.

ARTICLE V
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Corporation shall be BUSH ROSS REGISTERED AGENT SERVICES, LLC, 1801 N. Highland Avenue, Tampa, Florida 33602.

ARTICLE VI
BY-LAWS

The power to adopt, alter, amend or repeal By-laws of this Corporation shall be vested in its shareholders, as prescribed by the bylaws of the Corporation.

ARTICLE VII
INDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.”

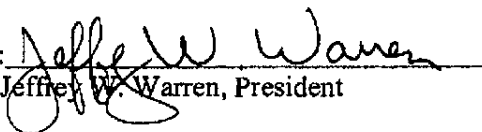
3. The foregoing amendment and restatement was recommended by the Corporation’s Board of Directors and approved by the Corporation’s shareholders on October 26, 2011. The number of votes cast by the shareholders for the foregoing amendment and restatement was sufficient for approval. The foregoing amendment and restatement was recommended by the Corporation’s board of directors and approved by the Corporation’s shareholders in accordance with the requirements of §607.1003, Florida Statutes.

4. The foregoing amendment and restatement shall become effective as of the close of business on the date these Articles of Amendment and Restatement are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be prepared under the signature of the President this 27th day of October, 2011.

BUSH ROSS, P.A.

By:


Jeffrey W. Warren, President