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BASIC AMENDMENT

DOUGLAS C. BROEKER, P.A.

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DIVISION OF CORPORATIONS

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*Amended & Restated
Art.*

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**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOUGLAS C. BROEKER, P.A.**

Pursuant to the provisions of section 607.1006 and section 607.1007, Florida Statutes, this Florida profit corporation adopts the following articles of amendment and restatement to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

All existing Articles are hereby deleted.
The following Articles are hereby added:

ARTICLE I

Name

The name of the Corporation is: Broeker & Feltman, P.A.

ARTICLE II

Nature of Corporate Business and Powers

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every aspect and phase of the practice of rendering the same professional services to the public that a lawyer is authorized to render; provided, however, that such professional services shall be rendered only through officers, employees and agents of this corporation who comply with s. 621.06 of the Florida Statutes.

B. To invest and reinvest the funds of this corporation in real estate, mortgages, stocks, bonds of any other type of investments within the meanings of s. 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of such professional services.

C. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles

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of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III

Authorized Capital

The corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

Address

The address of the principal office of the Corporation and its mailing address is: 601 Brickell Key Drive, Suite 805, Miami, FL 33131.

ARTICLE V

Registered Office and Agent

The street address of the Corporation's registered office is 601 Brickell Key Drive, Suite 805, Miami, FL 33131, and the name of the registered agent at such office is Douglas C. Broeker.

ARTICLE VI

Indemnification

The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the

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corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Not Applicable.

THIRD: The date of each amendment's adoption: June 11, 2003.

FOURTH: Adoption of Amendment(s) (Check One)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

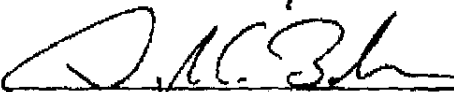
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- (a) The restatement contains an amendment requiring shareholder approval, which was obtained by the sole shareholder. The information required by section 607.1006 is submitted above.

Signed this 11th day of June, 2003.

Signature 
 Douglas C. Broeker, President

DOUGLAS C. BROEKER
 Typed or printed name

PRESIDENT
 Title

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the corporation, at the place designated in the articles of incorporation:

- (i) I agree to act in this capacity;
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I am familiar with and accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 11th day of June, 2003.


 Douglas C. Broeker

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Preparer: Robert N. Allen, Jr.
Allen & Galego (see fictitious name filing for registered agent)
601 Brickell Avenue, Suite 805
Miami, FL 33131
Telephone: 305-372-3300
Florida Bar No. 0329576

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