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BASIC AMENDMENT

MITTAUER & ASSOCIATES, INC.

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Amended & Restated Art.
12/17/02 DC

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MITTAUER & ASSOCIATES, INC.

The undersigned, President of Mittauer & Associates, Inc., a Florida corporation (the "Corporation), hereby certifies that the Shareholders and members of the Board of Directors of the Corporation, did on the 11th day of December, 2002 unanimously adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is **MITTAUER & ASSOCIATES, INC.**

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at, and its mailing address is 4611-4 US Highway 17, Orange Park, Florida 32003.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the Corporation is 1,000 having a par value of $1.00 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for fully and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 3130 Nautilus Road, Middleburg, Florida, 32068-9674, and the name of the registered agent of this Corporation at that address is Joseph A. Mittauer.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this Corporation are:

Joseph A. Mittauer
3130 Nautilus Road
Middleburg, Florida 32068-9674

ARTICLE VI: DIRECTORS

(a) Number. The Corporation shall have one director. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) Board of Directors. The name and address of the director until the next annual meeting of the shareholders, are as follows:

Joseph A. Mittauer	3130 Nautilus Road Middleburg, Florida 32068-9674

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The Bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 11 day of December, 2002.

Joseph A. Mittauer, President

24579

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **Mittauer & Associates, Inc.**, with its principal office, as indicated in the Certificate of Incorporation, in the City of Orange Park, County of Clay, State of Florida, has named Joseph A. Mittauer, located at 3130 Nautilus Road, City of Middleburg, County of Clay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Joseph A. Mittauer
(Registered Agent)

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